

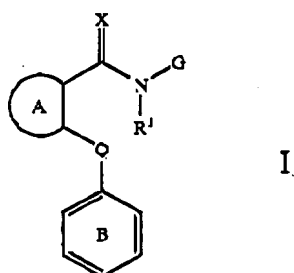
**Amendments to the Claims:**

This listing of claims will replace all prior versions and listings of claims in the application.

**Listing of Claims:**

Please amend the claims as follows:

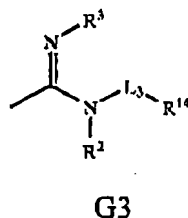
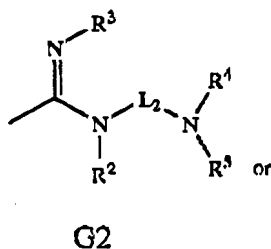
Claim 1. (Previously Presented) A compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

X is oxygen or sulfur;

G is G2 or G3:



$L_2$  is a  $C_{2-6}$  alkylidene chain optionally substituted by 1-3  $R^6$ , wherein the alkylidene chain is optionally interrupted by  $-C(R^{11})_2-$ ,  $-C(R^{11})_2C(R^{11})_2-$ ,  $-C(R^{11})=C(R^{11})-$ ,  $-C\equiv C-$ ,  $-O-$ ,  $-S-$ ,  $-N(R^{11})_2-$ ,  $-N(R^{10})CO-$ ,  $-N(R^{10})CO_2-$ ,  $-CON(R^{10})-$ ,  $-C(R^{11})(OR^1)-$ ,  $-CO-$ ,  $-CO_2-$ ,  $-OC(=O)-$ ,  $-OC(=O)N(R^{10})-$ ,  $-SO-$ ,  $-SO_2-$ ,  $-N(R^{10})SO_2-$  or  $-SO_2N(R^{10})-$ , and wherein  $L_2$  or a portion thereof optionally forms part of a 3-7 membered ring;

$L_3$  is a direct link, a  $C_{0-6}$  alkylidene chain optionally substituted by 1-3  $R^6$ , wherein the alkylidene chain is optionally interrupted by  $-C(R^{11})_2-$ ,  $-C(R^{11})_2C(R^{11})_2-$ ,  $-C(R^{11})=C(R^{11})-$ ,  $-C\equiv C-$ ,  $-O-$ ,  $-S-$ ,  $-N(R^{11})_2-$ ,  $-N(R^{10})CO-$ ,  $-N(R^{10})CO_2-$ ,  $-CON(R^{10})-$ ,  $-C(R^{11})(OR^1)-$ ,  $-$

CO-, -CO<sub>2</sub>-, -OC(=O)-, -OC(=O)N(R<sup>10</sup>)-, -SO-, -SO<sub>2</sub>-, -N(R<sup>10</sup>)SO<sub>2</sub>-, or -SO<sub>2</sub>N(R<sup>10</sup>)-,

and wherein L<sub>3</sub> or a portion thereof optionally forms part of a 3-7 membered ring;

R<sup>1</sup> is hydrogen or C<sub>1-6</sub> aliphatic;

each R<sup>2</sup> is independently selected from hydrogen, C<sub>1-8</sub> aliphatic, C<sub>6-10</sub> aryl, C<sub>7-10</sub> aralkyl, or,

when Ring C is a 6-membered aromatic ring, R<sup>2</sup> is a lone electron pair;

R<sup>3</sup> is hydrogen, C<sub>1-8</sub> aliphatic, C<sub>6-10</sub> aryl, or C<sub>7-10</sub> aralkyl;

R<sup>4</sup> is hydrogen, C<sub>1-8</sub> aliphatic, C=O(C<sub>1-8</sub> aliphatic), CO<sub>2</sub>(C<sub>1-8</sub> aliphatic), C(=O)N(R<sup>10</sup>)(C<sub>1-7</sub> aliphatic), C<sub>6-10</sub> aryl, heteroaryl, C<sub>7-12</sub> aralkyl, or heteroaralkyl;

R<sup>5</sup> is hydrogen or C<sub>1-8</sub> aliphatic, or R<sup>4</sup> and R<sup>5</sup> taken together with their intervening nitrogen form a substituted or unsubstituted, aromatic or non-aromatic, 4-14 membered monocyclic, bicyclic or tricyclic ring system having, in addition to said intervening nitrogen, 0-4 ring heteroatoms selected from nitrogen, sulfur or oxygen;

Ring A is phenyl or thienyl wherein Q and C(=X)N(R<sup>1</sup>)-G are attached at ortho positions on Ring A and wherein Ring A is optionally substituted by one to three R<sup>7</sup>;

Ring B is phenyl or benzofuranyl, optionally substituted by one or more R<sup>8</sup>;

Q is a C<sub>2</sub>-C<sub>4</sub> alkylidene chain optionally substituted by one to three R<sup>9</sup>;

each R<sup>6</sup> is independently selected from halo, -OR<sup>1</sup>, -CN, -C<sub>1-6</sub> aliphatic, -N(R<sup>10</sup>)<sub>2</sub>, -C(=O)(C<sub>1-5</sub> aliphatic), -CO<sub>2</sub>R<sup>1</sup>, -CH<sub>2</sub>CO<sub>2</sub>R<sup>1</sup>, or -C(=O)N(R<sup>10</sup>)(C<sub>1-5</sub> aliphatic);

each R<sup>7</sup> is independently selected from -halo, -NO<sub>2</sub>, -CN, or a substituted or unsubstituted group selected from -R<sup>12</sup>, -OR<sup>1</sup>, -SR<sup>12</sup>, -C<sub>6-10</sub> aryl, -heterocyclyl, -heteroaryl, -C<sub>6-10</sub> aryl)alkyl, -(heterocyclyl)alkyl, -(heteroaryl)alkyl, -N(R<sup>10</sup>)<sub>2</sub>, -NR<sup>10</sup>C(O)R<sup>1</sup>, -NR<sup>10</sup>C(O)N(R<sup>10</sup>)<sub>2</sub>, -NR<sup>10</sup>CO<sub>2</sub>R<sup>12</sup>, -CO<sub>2</sub>R<sup>1</sup>, -C(O)R<sup>1</sup>, C(O)N(R<sup>10</sup>)<sub>2</sub>, -OC(O)N(R<sup>10</sup>)<sub>2</sub>, -S(O)<sub>2</sub>R<sup>12</sup>, -SO<sub>2</sub>N(R<sup>10</sup>).sub- 2, -S(O)<sub>2</sub>R<sup>12</sup>, -NR<sup>10</sup>SO<sub>2</sub>N(R<sup>10</sup>)<sub>2</sub>, -NR<sup>10</sup>SO<sub>2</sub>R<sup>12</sup>, or -C(=NH)-N(R<sup>10</sup>)<sub>2</sub> or two adjacent R<sup>7</sup> taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 ring heteroatoms selected from nitrogen, oxygen or sulfur;

each R<sup>8</sup> is independently selected from -halo, -NO<sub>2</sub>, -CN, or a substituted or unsubstituted group selected from -R<sup>12</sup>, -OR<sup>1</sup>, -SR<sup>12</sup>, -C<sub>6-10</sub> aryl, -heterocyclyl, -heteroaryl, -C<sub>6-10</sub> aryl)alkyl, -(heterocyclyl)alkyl, -(heteroaryl)alkyl, -N(R<sup>10</sup>)<sub>2</sub>, -NR<sup>10</sup>C(O)R<sup>1</sup>, -NR<sup>10</sup>C(O)N(R<sup>10</sup>)<sub>2</sub>, -NR<sup>10</sup>CO<sub>2</sub>R<sup>12</sup>, -CO<sub>2</sub>R<sup>1</sup>, -C(O)R<sup>1</sup>, -C(O)N(R<sup>10</sup>)<sub>2</sub>, -OC(O)N(R<sup>10</sup>)<sub>2</sub>, -S(O)<sub>2</sub>R<sup>12</sup>, -SO<sub>2</sub>N(R<sup>10</sup>)<sub>2</sub>, -S(O)<sub>2</sub>R<sup>12</sup>, -NR<sup>10</sup>SO<sub>2</sub>N(R<sup>10</sup>)<sub>2</sub>, -NR<sup>10</sup>SO<sub>2</sub>R<sup>12</sup>, or -

$C(=NH)-N(R^{10})_2$ , or two adjacent  $R^8$  taken together with their intervening atoms form a 5-6 membered unsaturated or partially unsaturated ring having 0-2 ring heteroatoms selected from nitrogen, oxygen or sulfur;

each  $R^9$  is independently selected from halo,  $OR^1$ , CN,  $C_{1-6}$  aliphatic,  $N(R^{10})_2$ ,

$-C(=O)(C_{1-5} \text{ aliphatic})$ ,  $CO_2(C_{1-5} \text{ aliphatic})$ , or  $C(=O)N(R^{10})(C_{1-5} \text{ aliphatic})$ , or  $R^9$  and an  $R^7$ , at a position ortho to Q, are taken together with their intervening atoms form a 5-7 membered unsaturated or partially unsaturated ring having 0-2 ring heteroatoms selected from N, O or S;

each  $R^{10}$  is independently selected from hydrogen, a substituted or unsubstituted  $C_{1-8}$  aliphatic group,  $C(=O)R^1$ ,  $CO_2R^1$ ,  $SO_2R^1$ , or two  $R^{10}$  on the same nitrogen taken together with the nitrogen form a 5-8 membered aromatic or non-aromatic ring having, in addition to the nitrogen, 0-2 ring heteroatoms selected from N, O, or S;

each  $R^{11}$  is independently selected from hydrogen,  $CO_2R^{12}$ ,  $CON(R^{12})_2$ ,  $OR^{12}$ , or a substituted or unsubstituted  $C_{1-8}$  aliphatic group;

each  $R^{12}$  is independently selected from a substituted or unsubstituted  $C_{1-8}$  aliphatic group;

and  $R^{14}$  is hydrogen,  $C_{1-8}$  aliphatic,  $C_{6-10}$  aryl, heteroaryl,  $C_{7-12}$  aralkyl, heteroaralkyl,

heterocyclyl, or  $R^3$  and  $R^{14}$  taken together with their intervening nitrogens form a substituted or unsubstituted, aromatic or non-aromatic, 4-14 membered monocyclic, bicyclic or tricyclic ring system having, in addition to said intervening nitrogen, 0-4 ring heteroatoms selected from nitrogen, sulfur or oxygen;

with the proviso that  $L_3-R^{14}$ , taken together is not H.

Claims 2-6 (Canceled)

Claim 7. (Previously Presented)      The compound or salt of claim 1 wherein G is G2.

Claim 8. (Previously Presented)      The compound or salt of claim 7 having one or more features selected from the group consisting of:

- (a) X is oxygen;
- (b)  $L_2$  is a  $C_{3-4}$  alkylidene chain;
- (c) Q is  $-CH_2CH_2-$ ;

- (d) (i)  $R^4$  and  $R^5$  are each independently selected from a  $C_{1-4}$  aliphatic group, or (ii)  $R^4$  and  $R^5$  taken together with their intervening nitrogen form a 5-6 membered ring, or (iii)  $R^5$  is a  $C_{1-4}$  aliphatic group and  $R^4$  is aryl, aralkyl, heteroaryl, or heteroaralkyl; and  
(e) Ring B is a substituted phenyl.

Claim 9. (Previously Presented)

The compound or salt of claim 7 wherein:

- (a) X is oxygen;  
(b)  $L_2$  is a  $C_{3-4}$  alkylidene chain;  
(c) Q is  $-CH_2CH_2-$ ;  
(d) (i)  $R^4$  and  $R^5$  are each independently selected from a  $C_{1-4}$  aliphatic group, or (ii)  $R^4$  and  $R^5$  taken together with their intervening nitrogen form a 5-6 membered ring, or (iii)  $R^5$  is a  $C_{1-4}$  aliphatic group and  $R^4$  is aryl, aralkyl, heteroaryl, or heteroaralkyl;  
(e) Ring A is phenyl or thienyl; and  
(f) Ring B is phenyl.

Claim 10. (Previously Presented) The compound or salt of claim 7 having one or more features selected from the group consisting of:

- (a) X is oxygen;  
(b)  $L_2$  is  $-CH_2CH_2CH_2-$  or  $-CH(CH_3)CH_2CH_2-$ ;  
(c) Q is  $-CH_2CH_2-$ ;  
(d)  $R^4$  and  $R^5$  are each independently selected from a  $C_{1-3}$  aliphatic group or  $R^4$  and  $R^5$  taken together with their intervening nitrogen form a piperidinyl, pyrrolidinyl, piperazinyl or morpholinyl ring; and  
(e) Ring B is a substituted phenyl.

Claim 11. (Previously Presented) The compound or salt of claim 7 wherein:

- (a) X is oxygen;  
(b)  $L_2$  is  $-CH_2CH_2CH_2-$  or  $-CH(CH_3)CH_2CH_2-$ ;  
(c) Q is  $-CH_2CH_2-$ ;

- (d)  $R^4$  and  $R^5$  are each independently selected from a  $C_{1-3}$  aliphatic group or  $R^4$  and  $R^5$  taken together with their intervening nitrogen form a piperidinyl, pyrrolidinyl, piperazinyl or morpholinyl ring; and
- (e) Ring B is a substituted phenyl.

Claim 12. (Previously Presented) The compound or salt of claim 1 wherein G is G3.

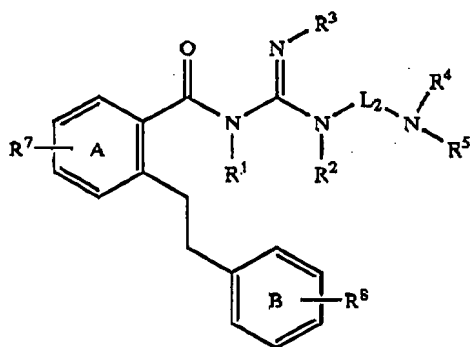
Claim 13. (Previously Presented) The compound or salt of claim 12 having one or more features selected from the group consisting of:

- (a) X is oxygen;
- (b)  $L_3$  is selected from a direct link,  $-\text{CH}_2-$ ,  $-\text{CH}(\text{R}^6)-$ ,  $-\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$ ;
- (c) Q is  $-\text{CH}_2\text{CH}_2-$ ;
- (d)  $R^5$  is  $C_{1-3}$  alkyl,  $\text{CO}_2\text{H}$ ,  $\text{CO}_2(\text{C}_{1-6}\text{alkyl})$ ,  $\text{CH}_2\text{CO}_2\text{H}$ , or  $\text{CH}_2\text{CO}_2(\text{C}_{1-6}\text{alkyl})$ ;
- (e)  $R^{14}$  is selected from a  $C_{1-6}$  aliphatic group or a 5-6 membered heterocyclic ring; and
- (f) Ring B is a substituted phenyl.

Claim 14. (Previously Presented) The compound or salt of claim 12 having one or more features selected from the group consisting of:

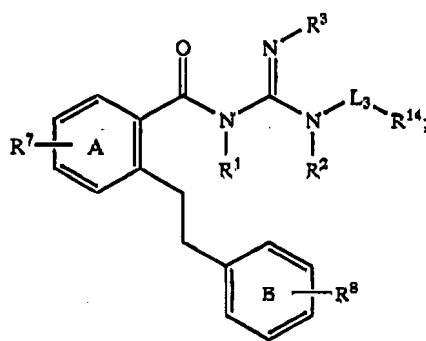
- (a) X is oxygen;
- (b)  $L_3$  is  $-\text{CH}_2-$  or  $-\text{CH}(\text{R}^6)-$ ;
- (c)  $R^6$  is  $C_{1-3}$  alkyl,  $\text{CO}_2\text{H}$ ,  $\text{CO}_2(\text{C}_{1-6}\text{alkyl})$ ,  $\text{CH}_2\text{CO}_2\text{H}$ , or  $\text{CH}_2\text{CO}_2(\text{C}_{1-6}\text{alkyl})$ ;
- (d)  $R^{14}$  is a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;
- (e) Q is  $-\text{CH}_2\text{CH}_2-$ ; and
- (f) Ring B is a substituted phenyl.

Claim 15. (Previously Presented) The compound or salt of claim 1 represented by formulae II-C or II-D:



II-C

OR



II-D

wherein:

$R^1$  and  $R^2$  are each hydrogen;

$R^3$  is hydrogen;

$L_2$  is  $-\text{CH}_2\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2-$ , or  $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{CH}_2-$ ;

$L_3$  is a direct link,  $-\text{CH}_2-$ ,  $-\text{CH}(\text{R}^6)-$ ,  $-\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{CH}_2-$ , or  $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$ ;

$R^6$  is  $\text{C}_{1-3}$  alkyl,  $\text{CO}_2\text{H}$ ,  $\text{CO}_2(\text{C}_{1-6}$  alkyl),  $\text{CH}_2\text{CO}_2\text{H}$ , or  $\text{CH}_2\text{CO}_2(\text{C}_{1-6}$  alkyl);

$R^7$  is absent or is one to three of -halo,  $-\text{NO}_2$ ,  $-\text{CN}$ ,  $-\text{R}^{12}$ ,  $-\text{OR}^1$ ,  $-\text{SR}^{12}$ ,  $-\text{C}_{6-10}$  aryl, -

heterocyclyl, -heteroaryl,  $-(\text{C}_{6-10}$  aryl)alkyl,  $-(\text{heterocyclyl})\text{alkyl}$ ,  $-(\text{heteroaryl})\text{alkyl}$ ,  $-\text{N}(\text{R}^{10})_2$ ,  $-\text{NR}^{10}\text{C}(\text{O})\text{R}^1$ ,  $-\text{NR}^{10}\text{C}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{NR}^{10}\text{CO}_2\text{R}^{12}$ ,  $-\text{CO}_2\text{R}^1$ ,  $-\text{C}(\text{O})\text{R}^1$ ,  $-\text{C}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{OC}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{S}(\text{O})_2\text{R}^{12}$ ,  $-\text{SO}_2\text{N}(\text{R}^{10})_2$ ,  $-\text{S}(\text{O})\text{R}^{12}$ ,  $-\text{NR}^{10}\text{SO}_2\text{N}(\text{R}^{10})_2$ ,  $-\text{NR}^{10}\text{SO}_2\text{R}^{12}$ , or  $-\text{C}(=\text{NH})-\text{N}(\text{R}^{10})_2$ ;

$R^8$  is one or more of -halo,  $-\text{NO}_2$ ,  $-\text{CN}$ , or a substituted or unsubstituted group selected from  $-\text{R}^{12}$ ,  $-\text{OR}^1$ ,  $-\text{SR}^{12}$ ,  $-\text{C}_{6-10}$  aryl, -heterocyclyl, -heteroaryl,  $-(\text{C}_{6-10}$  aryl)alkyl, -

$(\text{heterocyclyl})\text{alkyl}$ ,  $-(\text{heteroaryl})\text{alkyl}$ ,  $-\text{N}(\text{R}^{10})_2$ ,  $-\text{NR}^{10}\text{C}(\text{O})\text{R}^1$ ,  $-\text{NR}^{10}\text{C}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{NR}^{10}\text{CO}_2\text{R}^{12}$ ,  $-\text{CO}_2\text{R}^1$ ,  $-\text{C}(\text{O})\text{R}^1$ ,  $-\text{C}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{OC}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{S}(\text{O})_2\text{R}^{12}$ ,  $-\text{SO}_2\text{N}(\text{R}^{10})_2$ ,  $-\text{S}(\text{O})\text{R}^{12}$ ,  $-\text{NR}^{10}\text{SO}_2\text{N}(\text{R}^{10})_2$ ,  $-\text{NR}^{10}\text{SO}_2\text{R}^{12}$ ,  $-\text{C}(=\text{NH})-\text{N}(\text{R}^{10})_2$ , or two adjacent  $R^8$  taken together with their intervening atoms form a furan ring;

$R^4$  and  $R^5$  (i) are each independently selected from a  $\text{C}_{1-4}$  aliphatic group, or (ii)  $R^4$  and  $R^5$  taken together with their intervening nitrogen form a 5-6 membered ring, or (iii)  $R^4$  is a  $\text{C}_{1-4}$  aliphatic group and  $R^5$  is aryl, aralkyl, heteroaryl, or heteroaralkyl;

$R^{14}$  is a  $\text{C}_{1-6}$  aliphatic or 5-6 membered heterocyclic ring or  $R^3$  and  $R^{14}$  taken together with their intervening nitrogens form a 4-6 membered ring;

each  $R^{10}$  is independently selected from hydrogen, a substituted or unsubstituted  $C_{1-8}$  aliphatic group,  $C(=O)R^1$ ,  $CO_2R^1$ ,  $SO_2R^1$ , or two  $R^{10}$  on the same nitrogen taken together with the nitrogen form a 5-8 membered aromatic or non-aromatic ring having, in addition to the nitrogen, 0-2 ring heteroatoms selected from N, O, or S; and  
each  $R^{12}$  is independently selected from a substituted or unsubstituted  $C_{1-8}$  aliphatic group.

Claim 16. (Previously Presented) The compound or salt of claim 15 wherein:

$R^1$  and  $R^2$  are each hydrogen;

$R^3$  is hydrogen;

$L_2$  is  $-CH_2CH_2CH_2-$ ,  $-CH_2CH_2CH_2CH_2-$ ,  $-CH(CH_3)CH_2CH_2-$ , or  $-CH(CH_3)CH_2CH_2CH_2-$ ;

$L_3$  is a direct link,  $-CH_2-$ ,  $-CH(R^6)-$ ,  $-CH_2CH_2-$ ,  $-CH_2CH_2CH_2-$ , or  $-CH_2CH_2CH_2CH_2-$ ;

$R^6$  is  $CO_2H$ ,  $CO_2(C_{1-6} \text{ alkyl})$ ,  $CH_2CO_2H$ , or  $CH_2CO_2(C_{1-6} \text{ alkyl})$ ;

$R^7$  is absent or is -halo,  $-CN$ ,  $-R^{12}$ ,  $-OR^1$ ,  $-SR^{12}$ ,  $-N(R^{10})_2$ ,  $-NR^{10}C(O)R^1$ ,  $-NR^{10}C(O)N(R^{10})_2$ ,  $-NR^{10}CO_2R^{12}$ ,  $-CO_2R^1$ ,  $-C(O)R^1$ ,  $-C(O)N(R^{10})_2$ ,  $-OC(O)N(R^{10})_2$ ,  $-S(O)_2R^{12}$ ,  $-SO_2N(R^{10})_2$ ,  $-S(O)R^{12}$ ,  $-NR^{10}SO_2N(R^{10})_2$ , or  $-NR^{10}SO_2R^{12}$ ;

$R^8$  is -halo,  $-CN$ , or a substituted or unsubstituted group selected from  $-R^{12}$ ,  $-OR^1$ ,  $-SR^{12}$ ,  $-N(R^{10})_2$ ,  $-NR^1$ ,  $-C(O)R^1$ ,  $-NR^{10}CO_2R^{12}$ ,  $-CO_2R^1$ ,  $-C(O)$ ,  $-C(O)N(R^{10})_2$ ,  $-OC(O)N(R^{10})R^{12}$ ,  $-S(R^{10})_2R^{12}$ ,  $-SO_2N(R^{10})_2$ ,  $-S(O)R^{12}$ ,  $-NR^{10}SO_2N(R^{10})_2$ ,  $-NR^{10}SO_2R^{12}$ , or two adjacent  $R^8$  taken together with their intervening atoms form a furan ring;

$R^4$  and  $R^5$  are each independently selected from  $C_{1-3}$  alkyl or  $R^4$  and  $R^5$  taken together with their intervening nitrogen form a 5-6 membered ring;

$R^{14}$  is a  $C_{1-6}$  aliphatic or a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;

each  $R^{10}$  is hydrogen; and

each  $R^{12}$  is independently selected from a substituted or unsubstituted  $C_{1-5}$  aliphatic group.

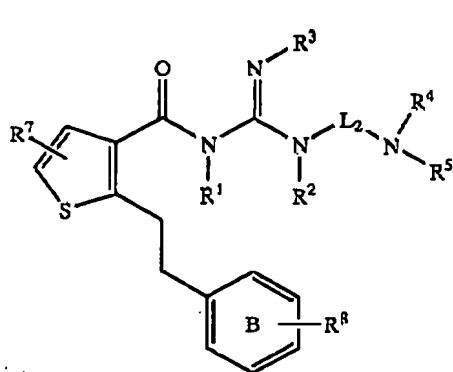
Claim 17. (Previously Presented) The compound or salt of claim 16 wherein:

$R^7$  is absent or is halo;

Ring B is a phenyl ring having two  $R^8$  substituents that are para to one another; and

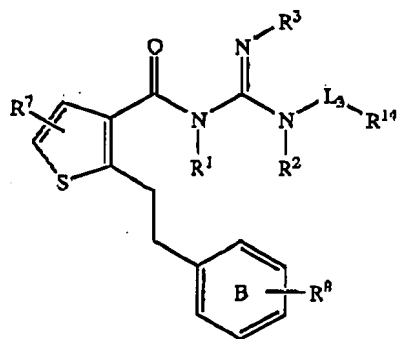
each  $R^8$  is independently selected from halo,  $C_{1-4}$  alkyl,  $C_{1-3}$  alkoxy,  $CO(C_{1-3} \text{ alkyl})$ ,  $CONH(C_{1-3} \text{ alkyl})$ ,  $SO_2(C_{1-3} \text{ alkyl})$ , or  $SO_2NH(C_{1-3} \text{ alkyl})$ .

Claim 18. (Previously Presented) The compound or salt of claim 1 represented by formulae III-C or III-D:



III-C

or



III-D

wherein:

$R^1$ , and  $R^2$  are each hydrogen;

$R^3$  is hydrogen;

$L_2$  is  $-\text{CH}_2\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2-$ , or  $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{CH}_2-$ ;

$L_3$  is a direct link,  $-\text{CH}_2-$ , or  $-\text{CH}_2\text{CH}_2-$ ;

$R^7$  is absent or is one to three -halo,  $-\text{CO}_2R^1$ ,  $-\text{C}(\text{O})R^1$ , or  $-\text{C}(\text{O})\text{N}(\text{R}^{10})_2$ ;

$R^8$  is one or more -halo,  $-\text{NO}_2$ ,  $-\text{CN}$ , or a substituted or unsubstituted group selected from  $-\text{R}^{12}$ ,  $-\text{OR}^1$ ,  $-\text{SR}^{12}$ ,  $-\text{C}_{6-10}$  aryl, -heterocyclyl, -heteroaryl,  $-(\text{C}_{6-10}$  aryl)alkyl, -(heterocyclyl)alkyl, -heteroaryl)alkyl,  $-\text{N}(\text{R}^{10})_2$ ,  $-\text{NR}^{10}\text{C}(\text{O})R^1$ ,  $-\text{NR}^{10}\text{C}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{NR}^{10}\text{CO}_2R^{12}$ ,  $-\text{CO}_2R^1$ ,  $-\text{C}(\text{O})R^1$ ,  $-\text{C}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{OC}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{S}(\text{O})_2R^{12}$ ,  $-\text{SO}_2\text{N}(\text{R}^{10})_2$ ,  $-\text{S}(\text{O})R^{12}$ ,  $-\text{NR}^{10}\text{SO}_2\text{N}(\text{R}^{10})_2$ ,  $-\text{NR}^{10}\text{SO}_2R^{12}$ ,  $-\text{C}(=\text{NH})-\text{N}(\text{R}^{10})_2$ , or two adjacent  $R^8$  taken together with their intervening atoms form a furan ring;

$R^4$  and  $R^5$  are each independently selected from  $\text{C}_{1-3}$  alkyl or  $R^4$  and  $R^5$  taken together with their intervening nitrogen form a 5-6 membered ring;

$R^{14}$  is a  $\text{C}_{1-6}$  aliphatic or a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;

each  $R^{10}$  is independently selected from hydrogen, a substituted or unsubstituted  $\text{C}_{1-8}$  aliphatic group,  $\text{C}(=\text{O})R^1$ ,  $\text{CO}_2R^1$ ,  $\text{SO}_2R^1$ , or two  $R^{10}$  on the same nitrogen taken together with the



nitrogen form a 5-8 membered aromatic or non-aromatic ring having, in addition to the nitrogen, 0-2 ring heteroatoms selected from N, O, or S; and  
each  $R^{12}$  is independently selected from a substituted or unsubstituted  $C_{1-8}$  aliphatic group.

Claim 19. (Previously Presented) The compound or salt of claim 18 wherein:

$R^1$ ,  $R^2$ , and  $R^3$  are each hydrogen;

$L_2$  is  $-\text{CH}_2\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}_2\text{CH}_2\text{CH}_2\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2-$ , or  $-\text{CH}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{CH}_2$ ;

$L_3$  is a direct link,  $-\text{CH}_2-$ , or  $-\text{CH}_2\text{CH}_2-$ ;

$R^7$  is absent;

$R^8$  is -halo, -CN, or a substituted or unsubstituted group selected from  $-\text{R}^{12}$ ,  $-\text{OR}^1$ ,  $-\text{SR}^{12}$ ,  $-\text{N}(\text{R}^{10})_2$ ,  $-\text{NR}^{10}\text{C}(\text{O})\text{R}^1$ ,  $-\text{NR}^{10}\text{CO}_2\text{R}^{12}$ ,  $-\text{CO}_2\text{R}^1$ ,  $-\text{C}(\text{O})\text{R}^1$ ,  $-\text{O}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{OC}(\text{O})\text{N}(\text{R}^{10})_2$ ,  $-\text{S}(\text{O})_2\text{R}^{12}$ ,  $-\text{SO}_2\text{N}(\text{R}^{10})_2$ ,  $-\text{S}(\text{O})\text{R}^{12}$ ,  $-\text{NR}^{10}\text{SO}_2\text{N}(\text{R}^{10})_2$ , or  $-\text{NR}^{10}\text{SO}_2\text{R}^{12}$ , or two adjacent  $R^8$  taken together with their intervening atoms form a furan ring;

$R^4$  and  $R^5$  are each independently selected from  $C_{1-3}$  alkyl or  $R^4$  and  $R^5$  taken together with their intervening nitrogen form a 5-6 membered ring;

$R^{14}$  is a  $C_{1-6}$  aliphatic or a 5-6 membered heterocyclic ring having a ring nitrogen and 0-1 additional ring heteroatoms selected from N, O or S;

each  $R^{10}$  is hydrogen; and

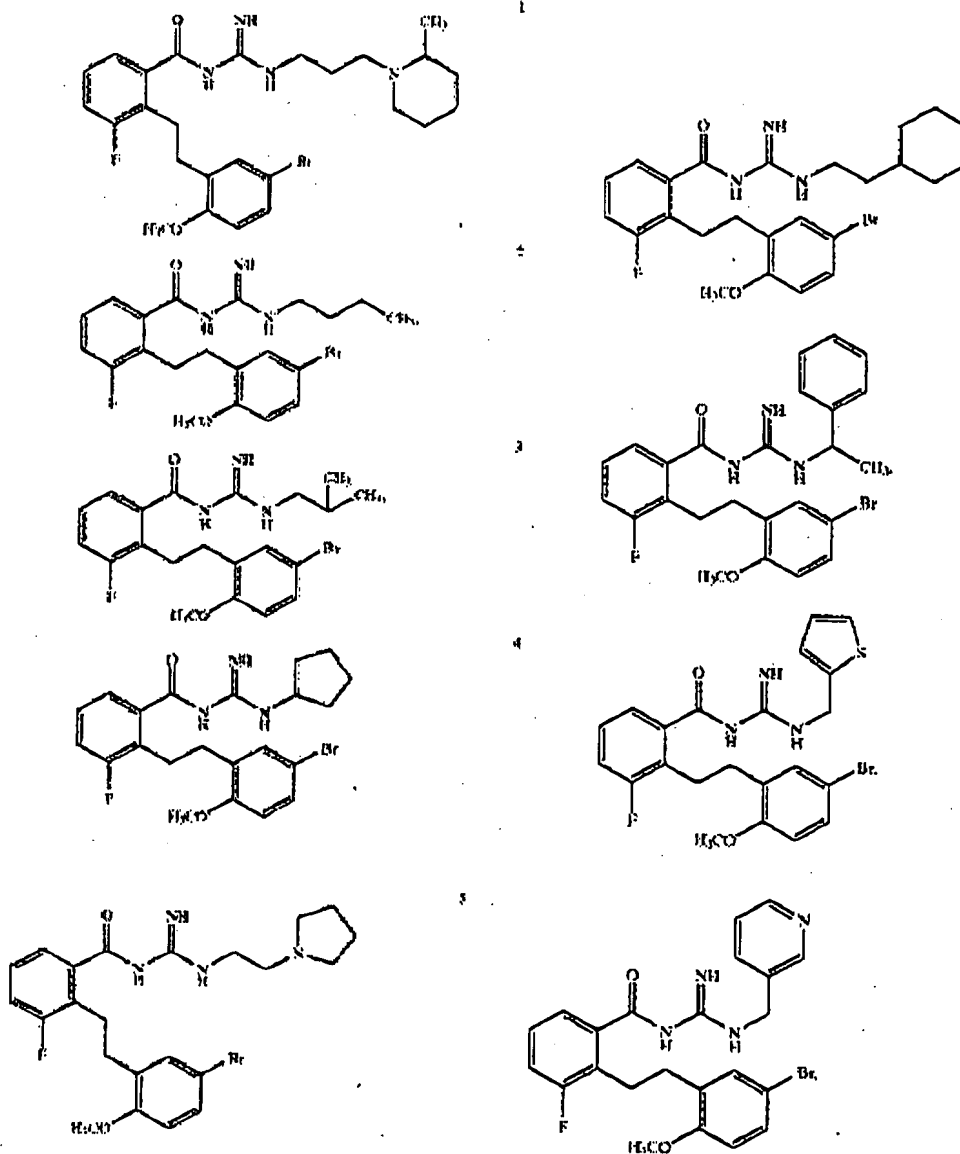
each  $R^{12}$  is independently selected from a substituted or unsubstituted  $C_{1-5}$  aliphatic group.

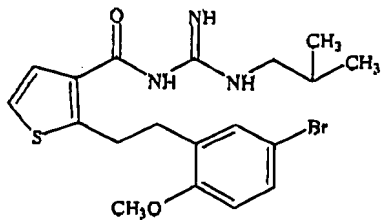
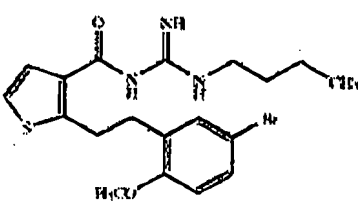
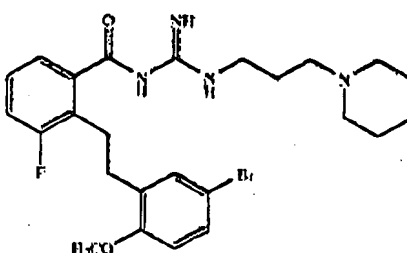
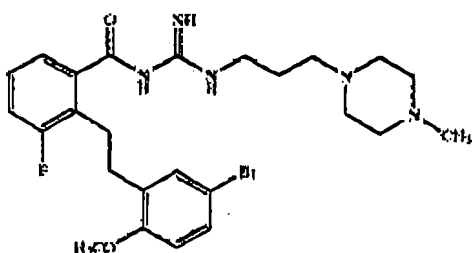
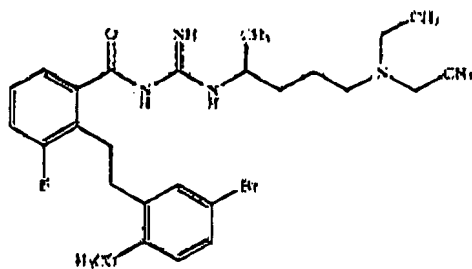
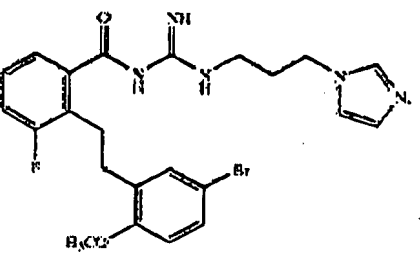
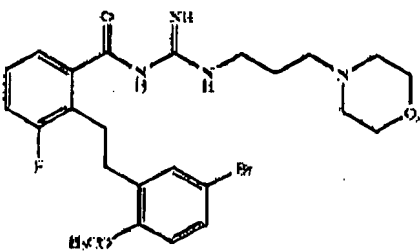
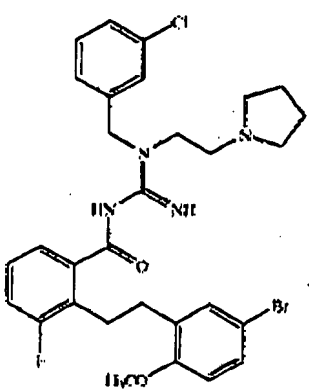
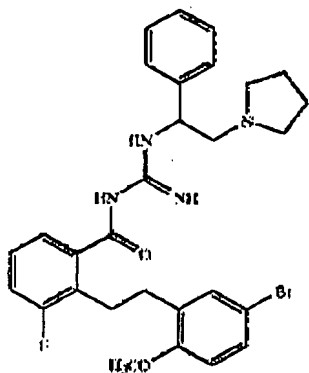
Claim 20. (Previously Presented) The compound or salt of claim 18 wherein:

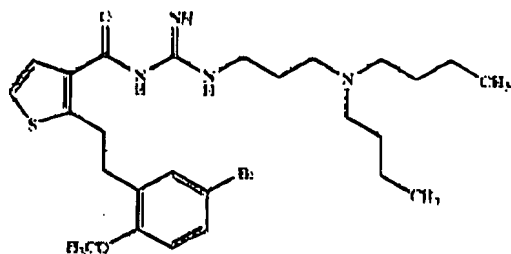
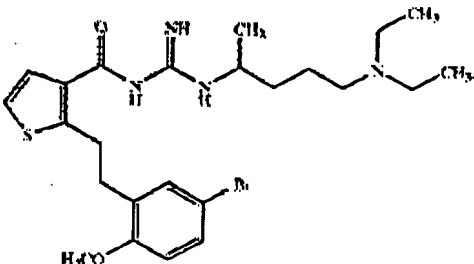
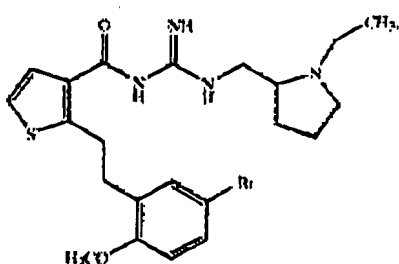
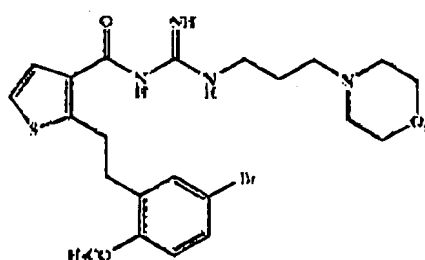
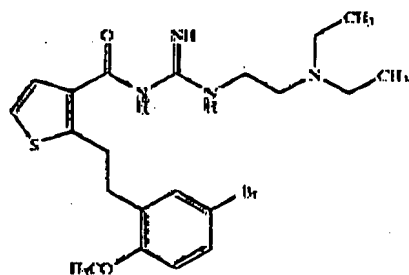
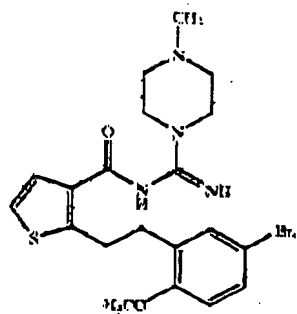
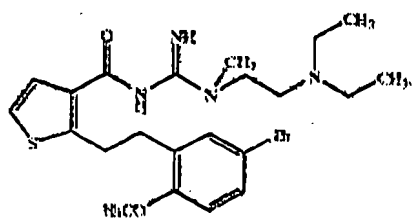
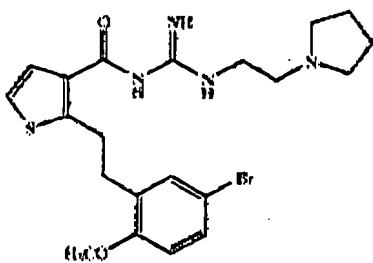
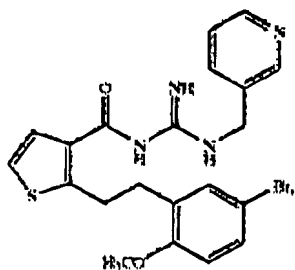
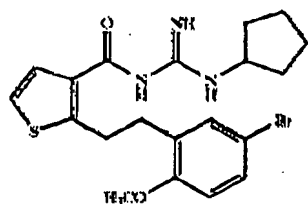
Ring B is a phenyl ring having two  $R^8$  substituents that are para to one another; and

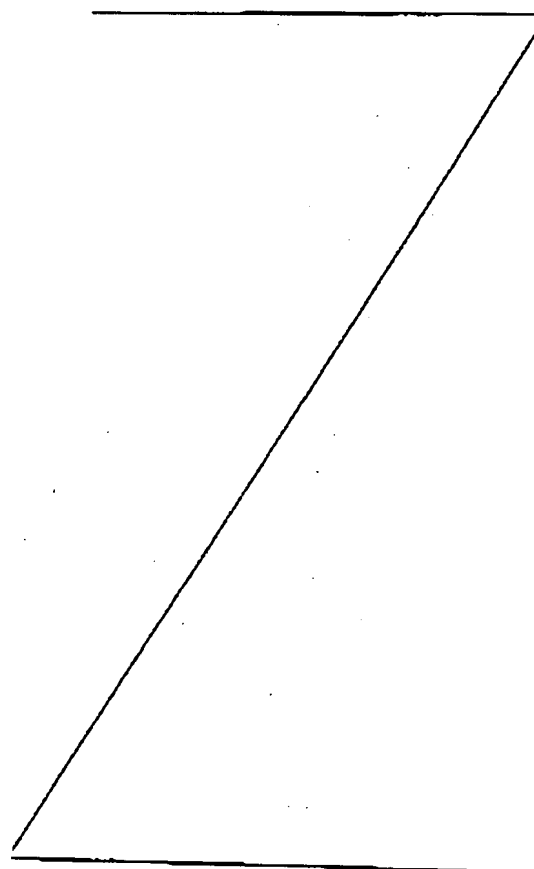
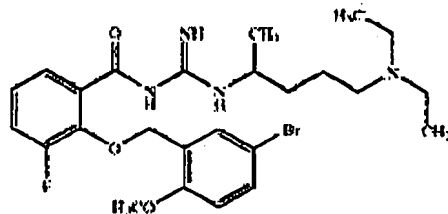
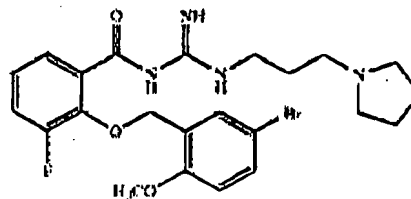
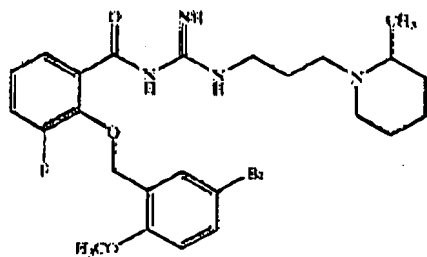
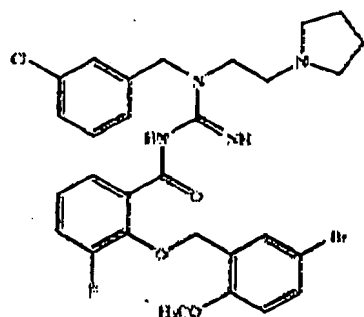
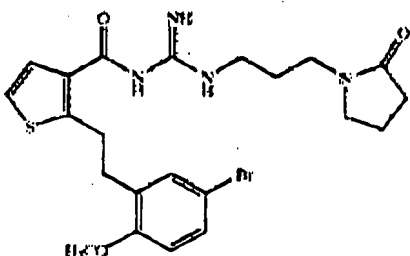
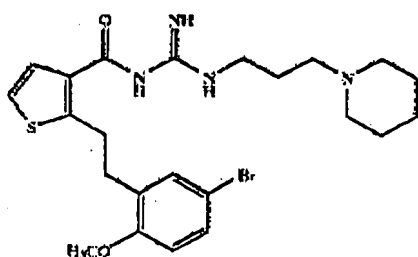
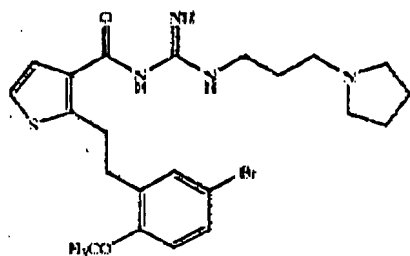
each  $R^8$  is independently selected from halo,  $C_{1-4}$  alkyl,  $C_{1-3}$  alkoxy,  $\text{CO}(C_{1-3} \text{ alkyl})$ ,  $\text{CONH}(C_{1-3} \text{ alkyl})$ ,  $\text{SO}_2(C_{1-3} \text{ alkyl})$ , or  $\text{SO}_2\text{NH}(C_{1-3} \text{ alkyl})$ .

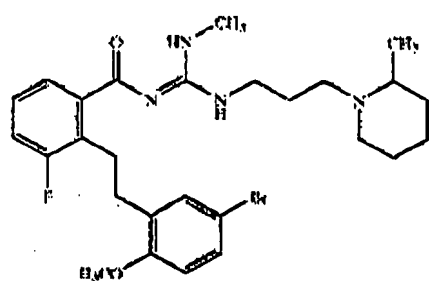
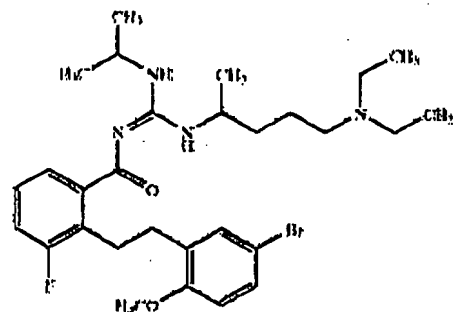
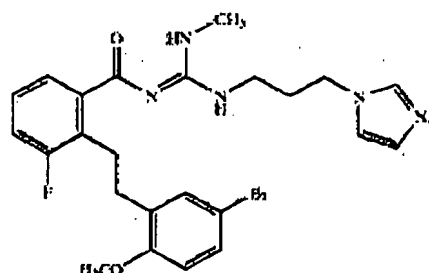
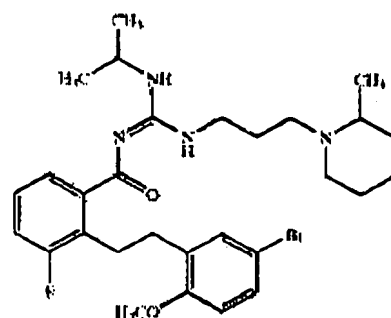
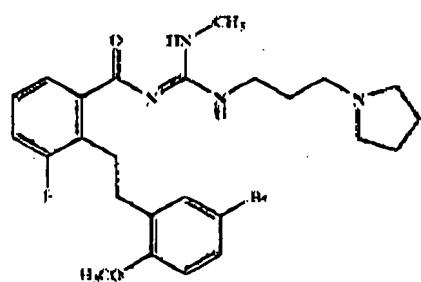
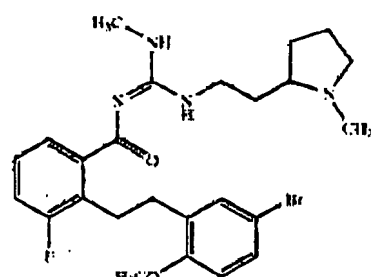
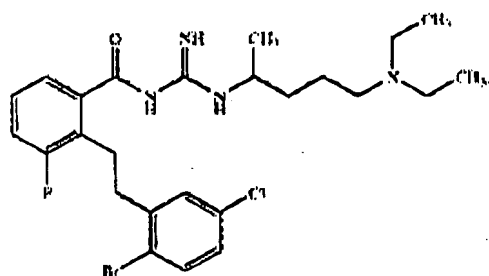
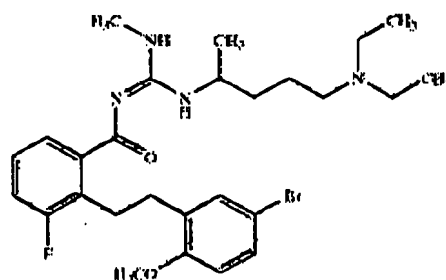
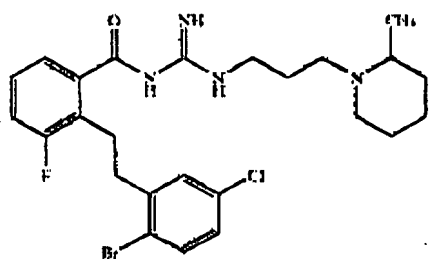
Claim 21. (Previously Presented) A compound according to claim 1 selected from the group consisting of:

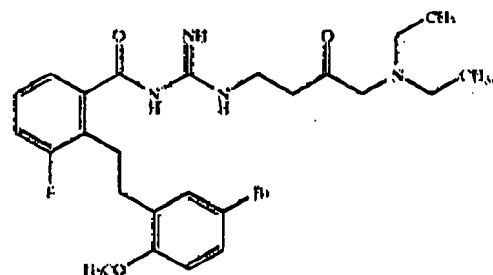
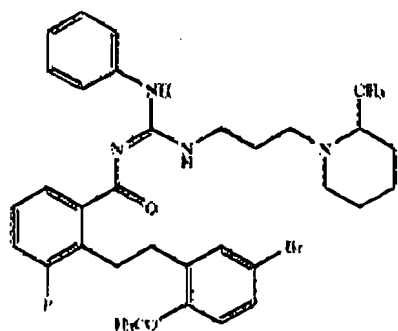
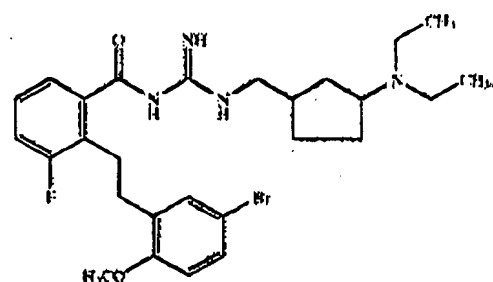
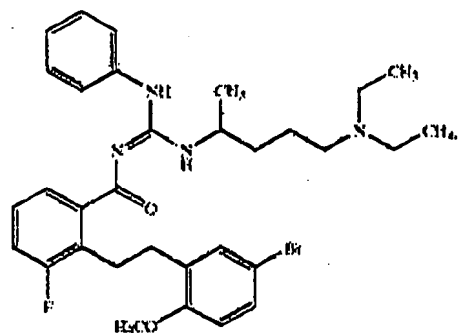
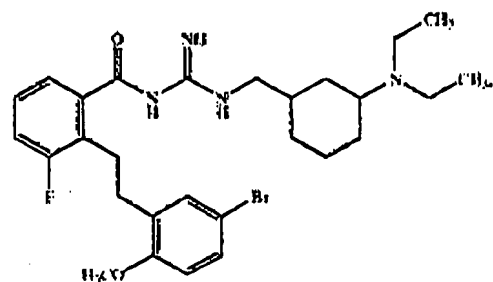
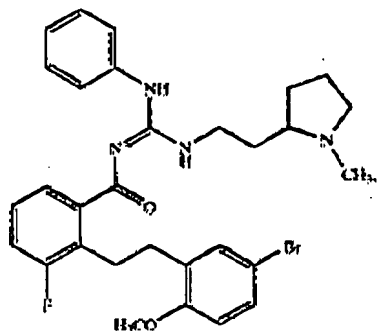
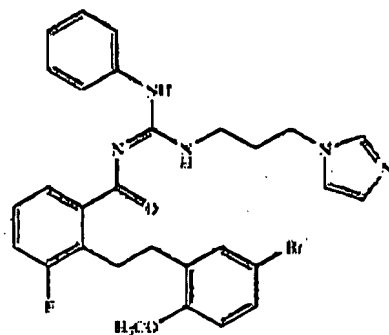
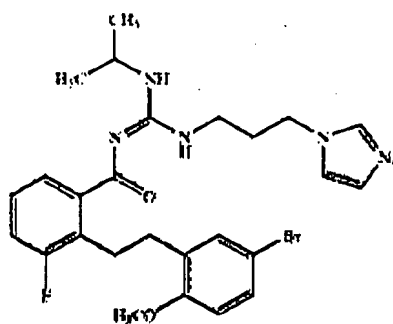


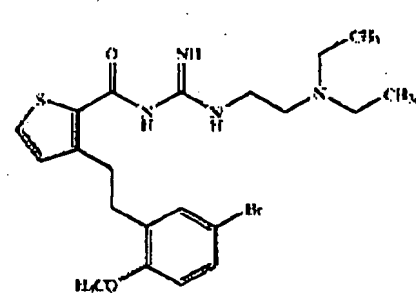
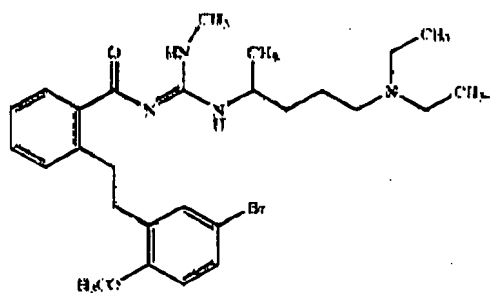
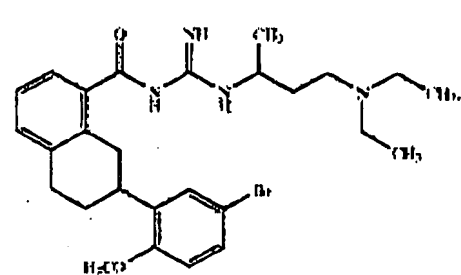
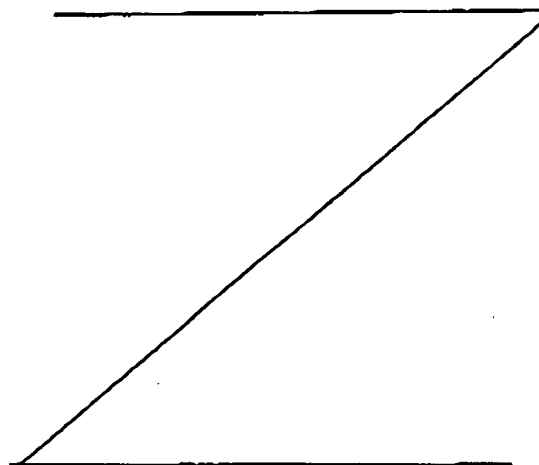
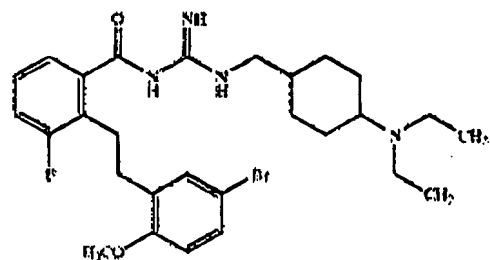
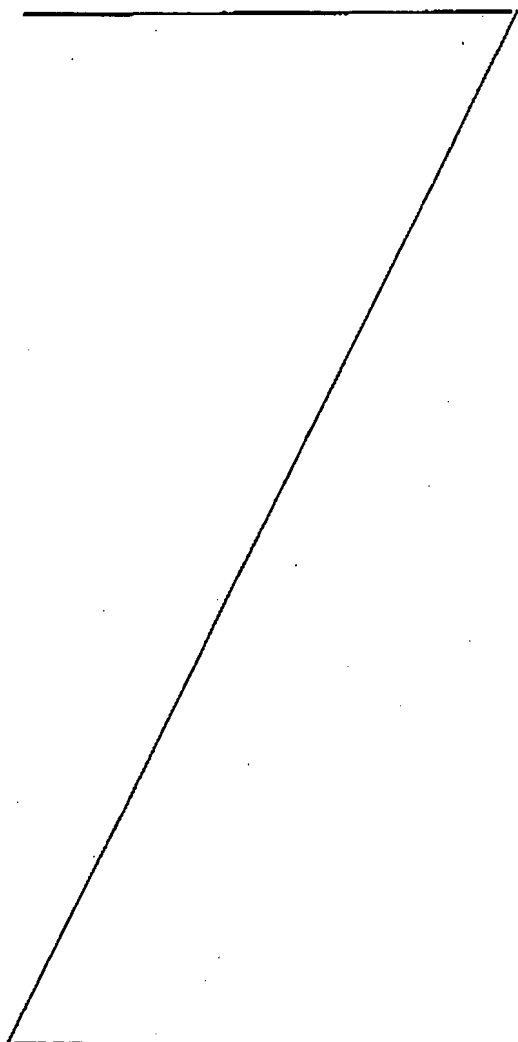




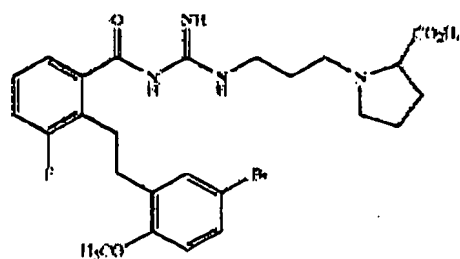
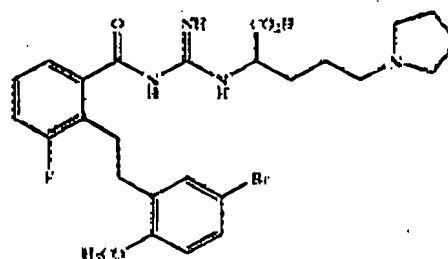
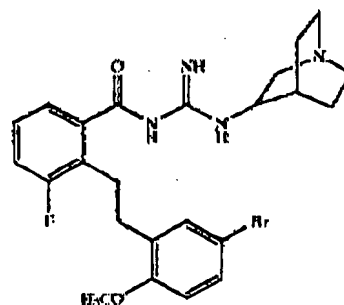
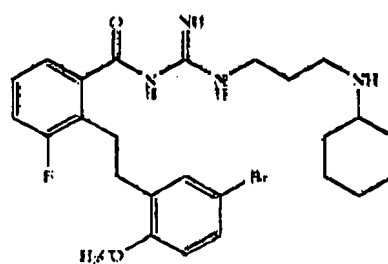
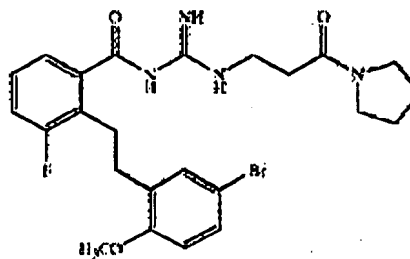
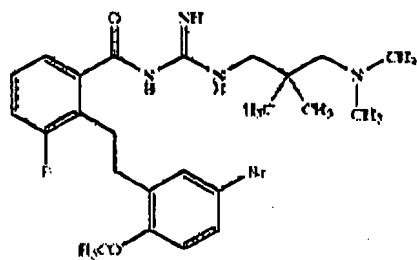
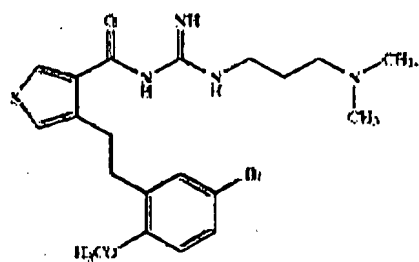


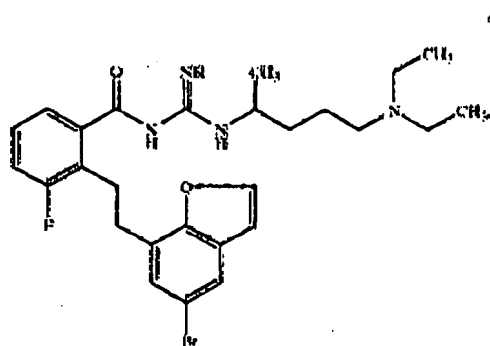
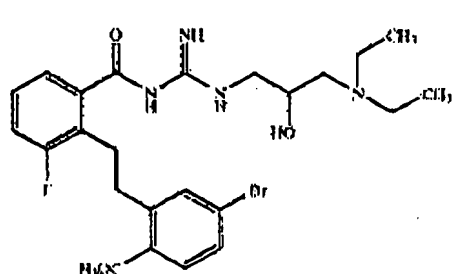
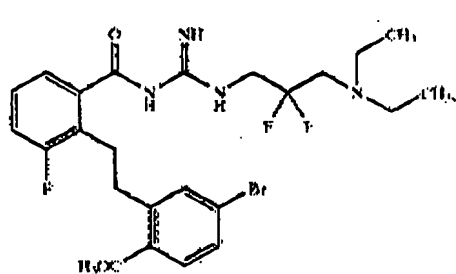
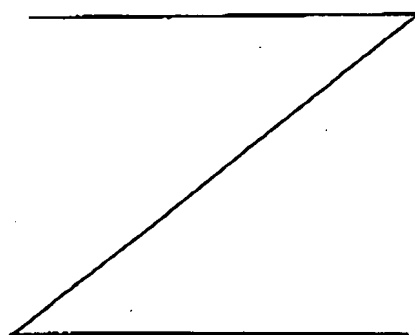
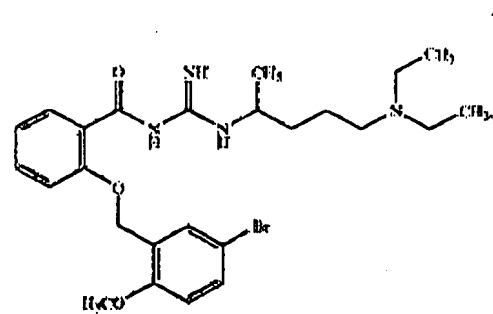
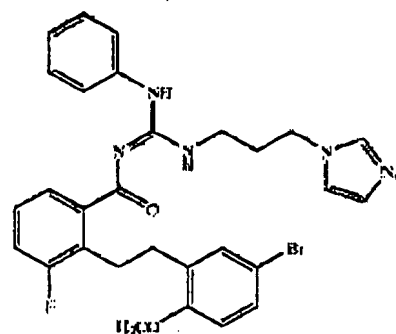
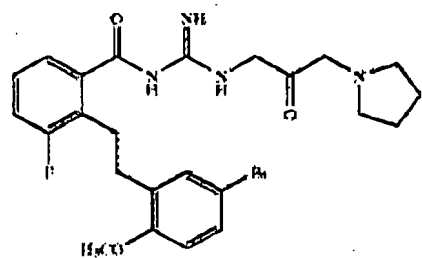
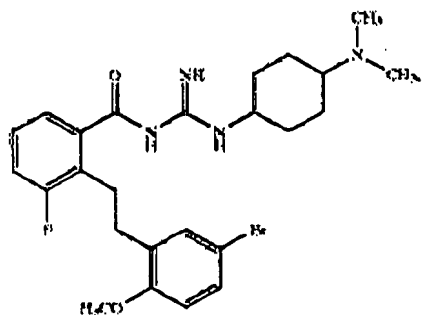


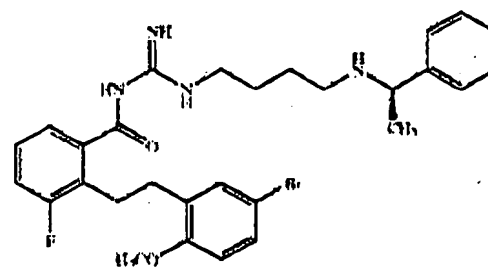
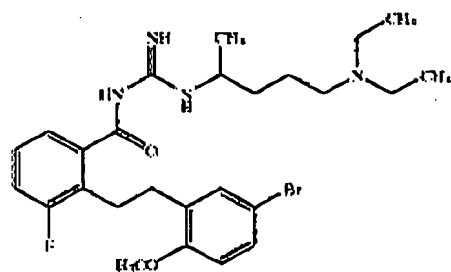
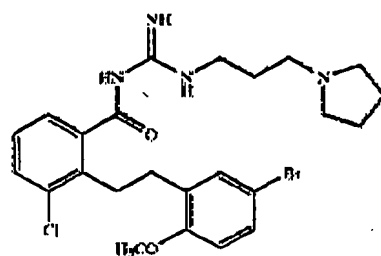
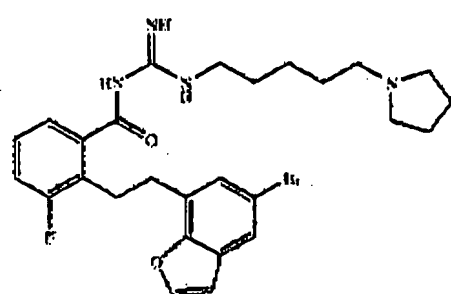
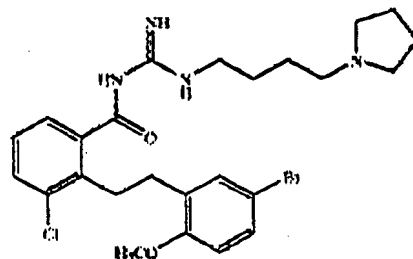
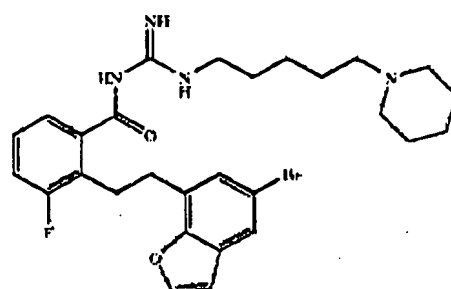
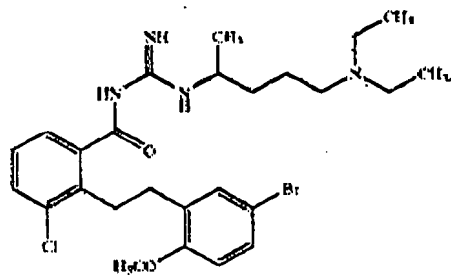
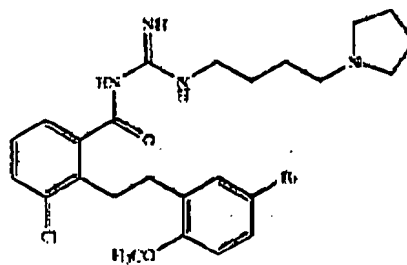
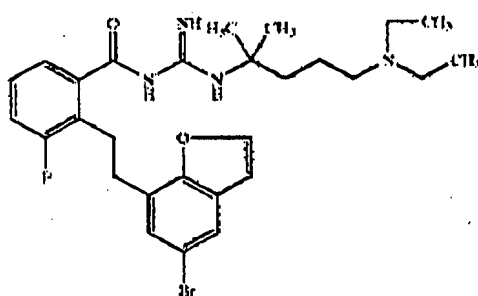


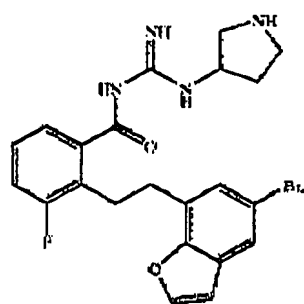
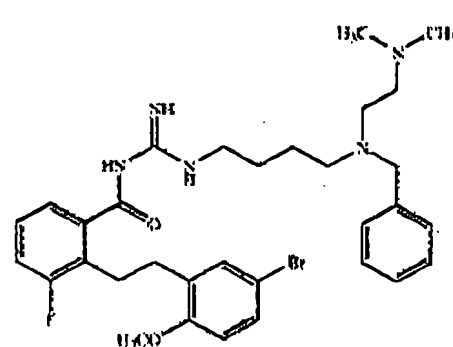
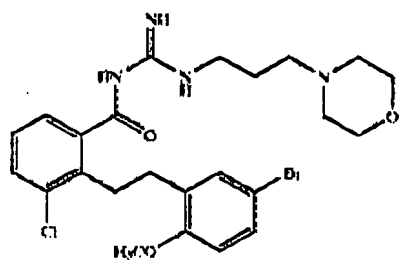
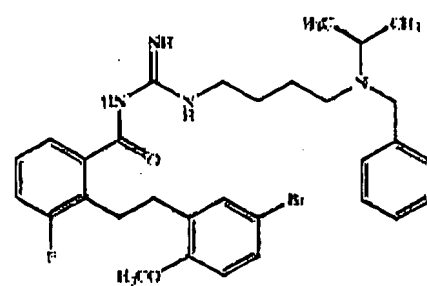
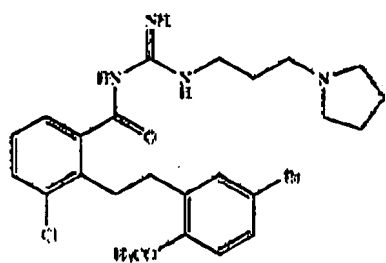
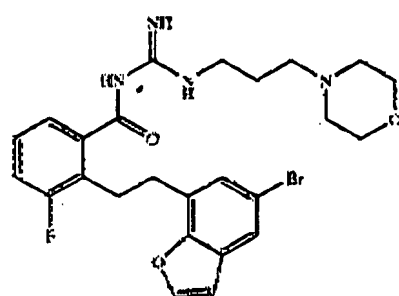
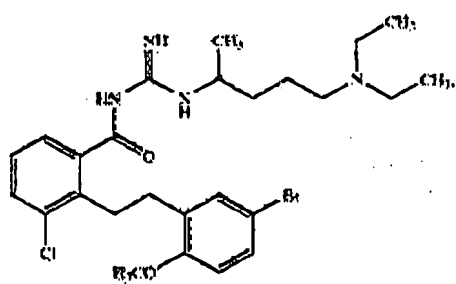
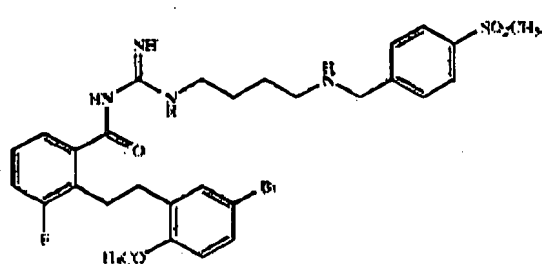
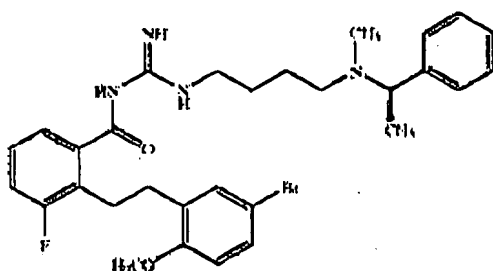


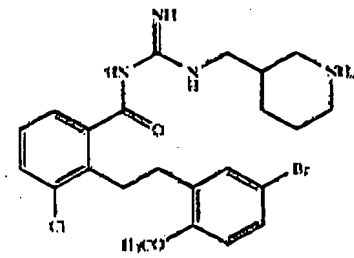
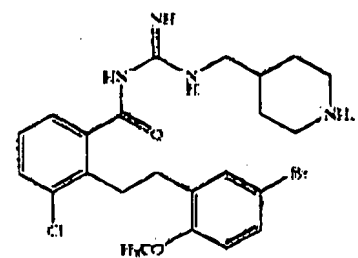
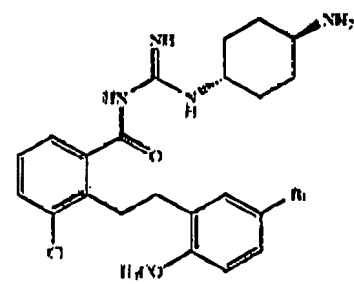
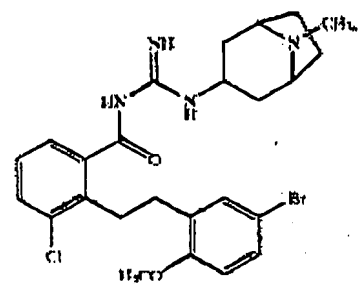
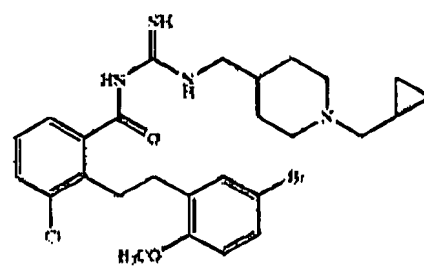
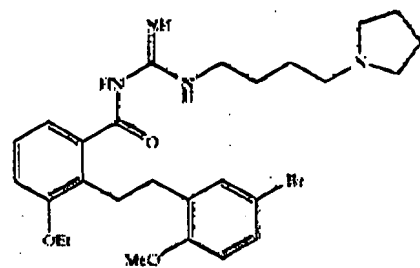
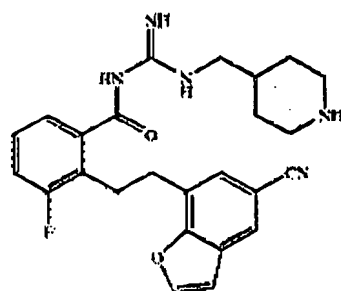
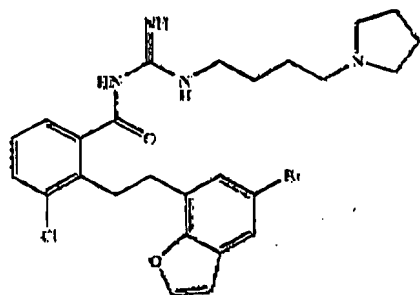
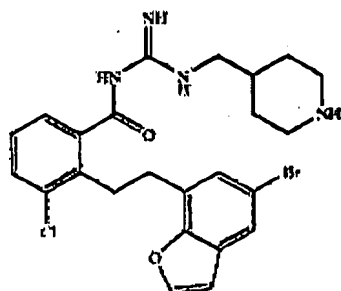
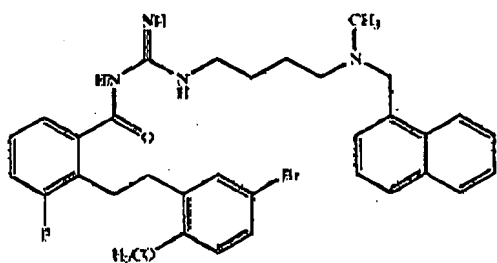


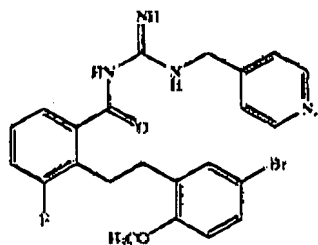




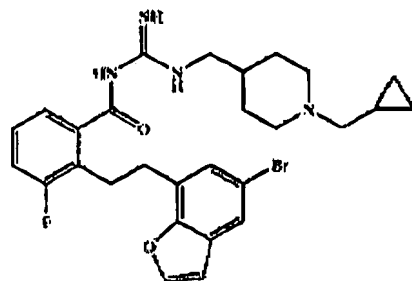




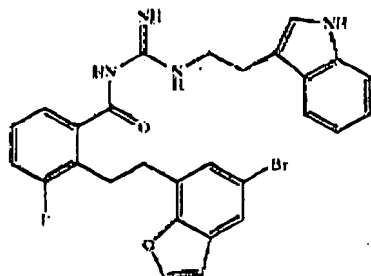




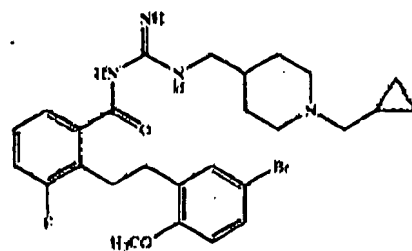
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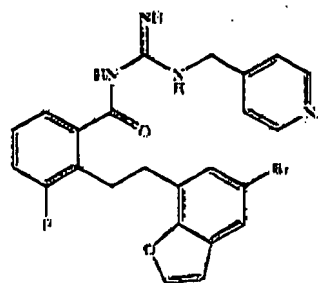
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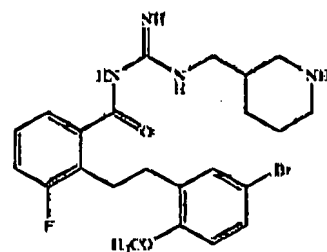
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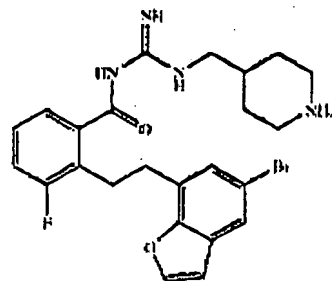
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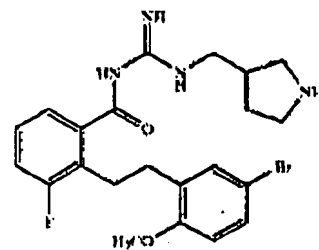
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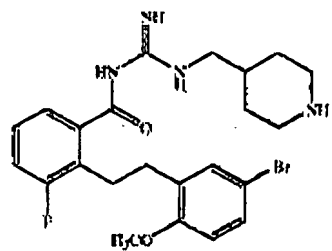
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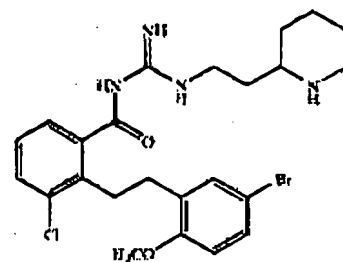
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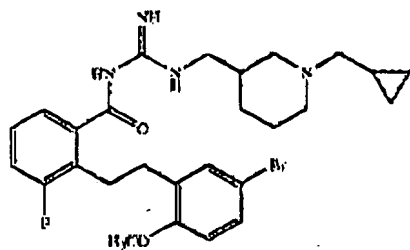
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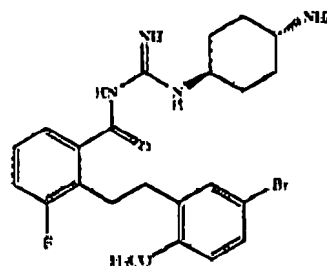
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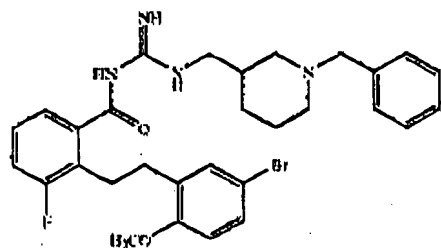
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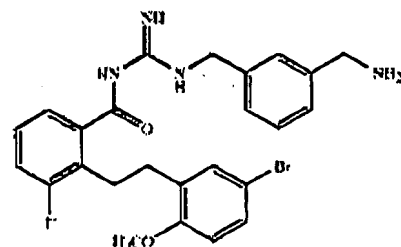
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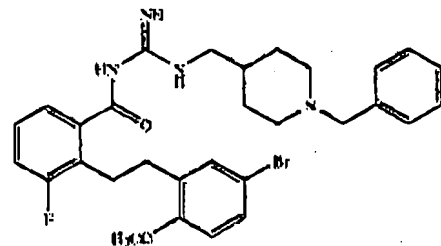
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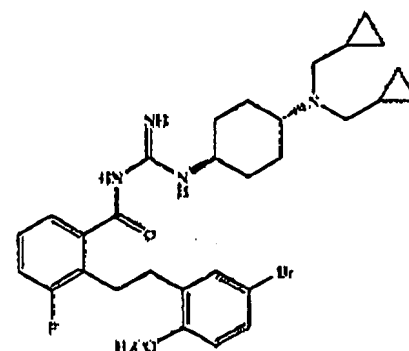
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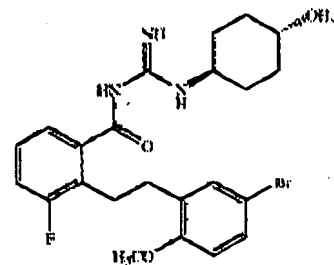
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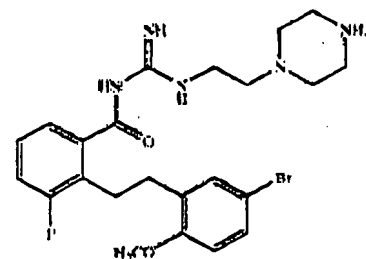
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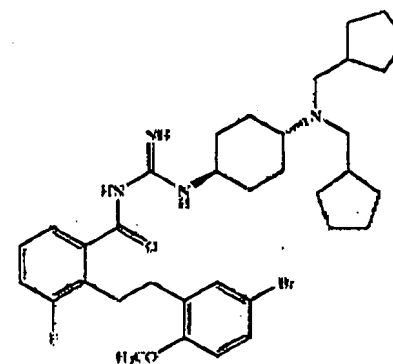
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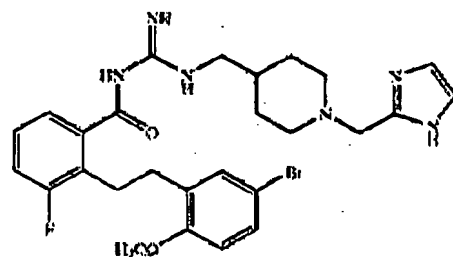
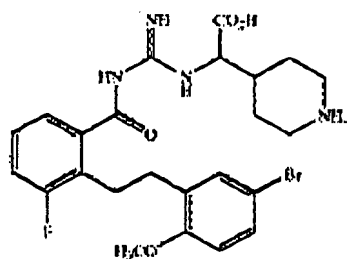
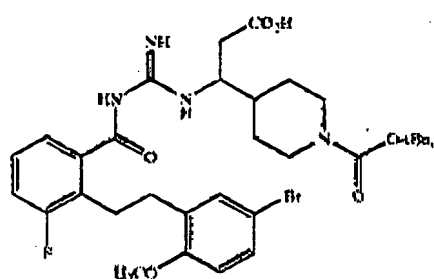
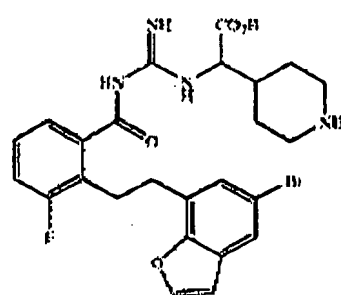
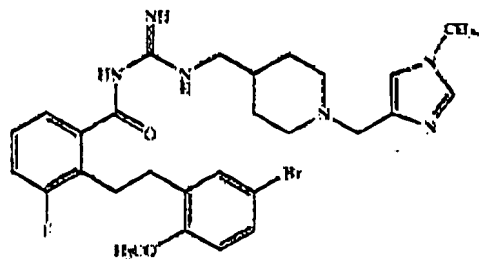
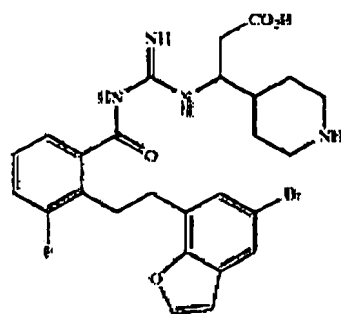
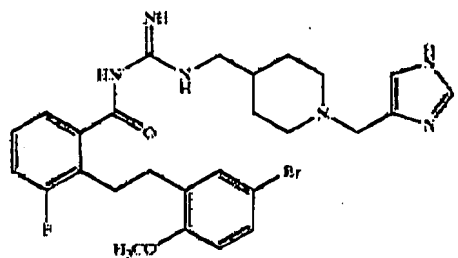
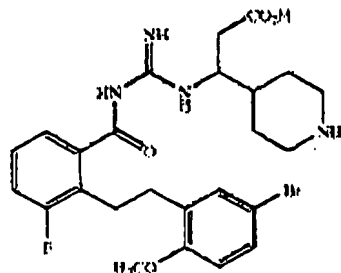
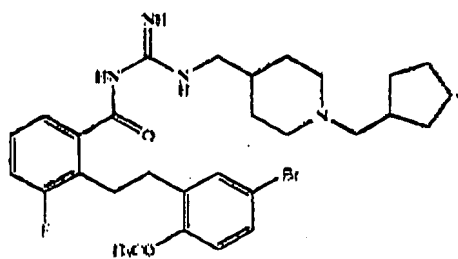
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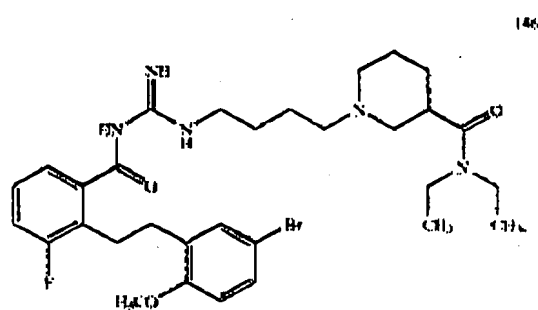
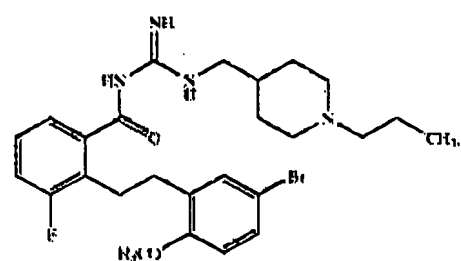
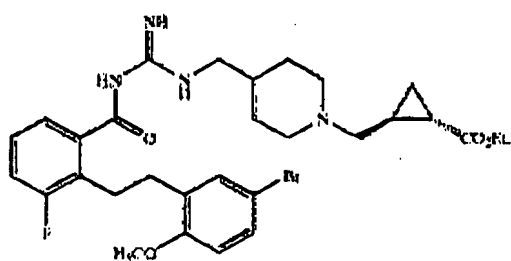
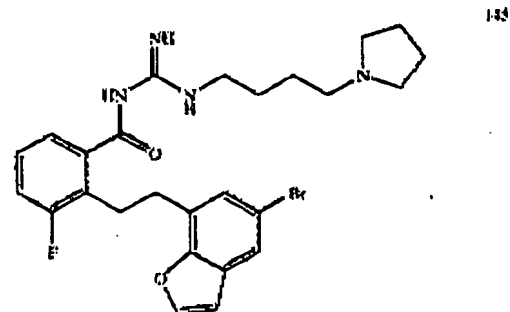
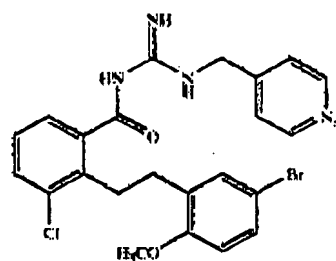
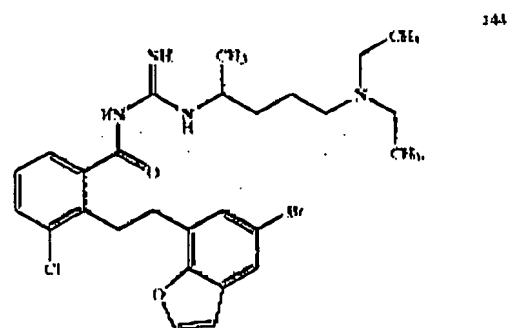
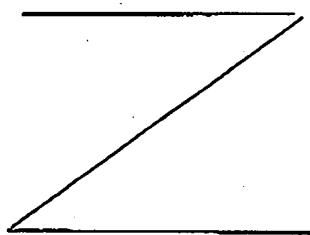
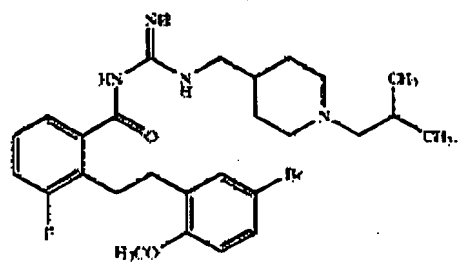
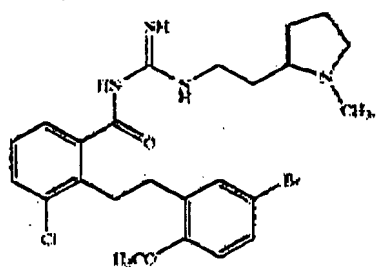
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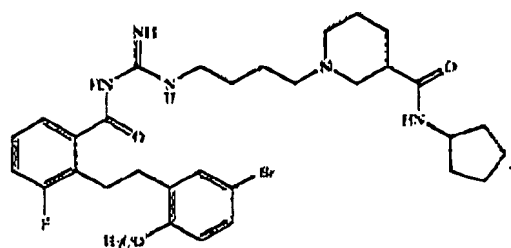


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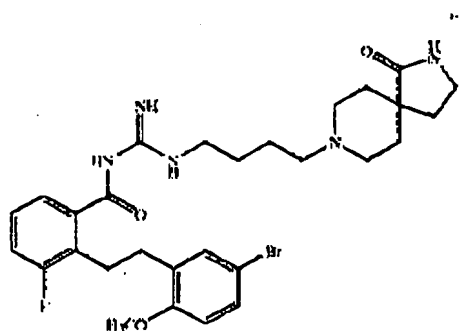




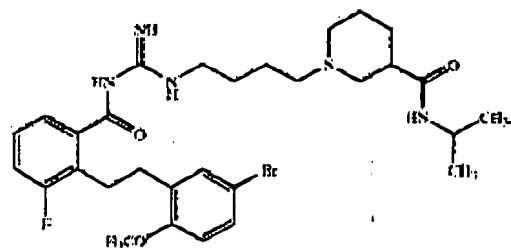




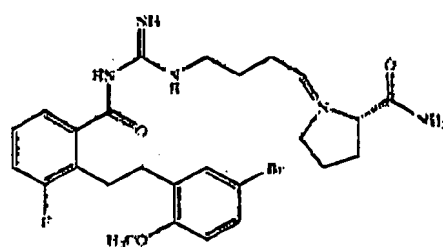
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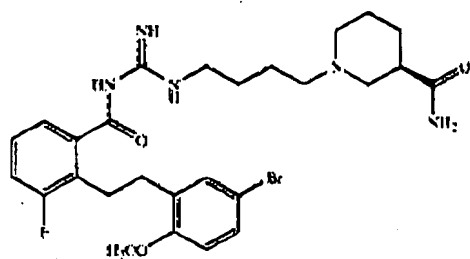
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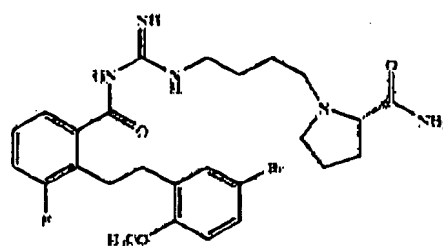
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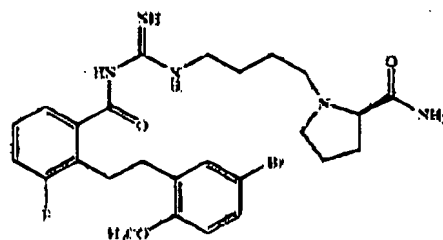
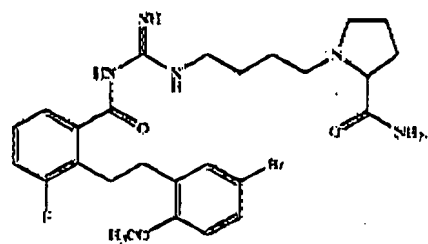
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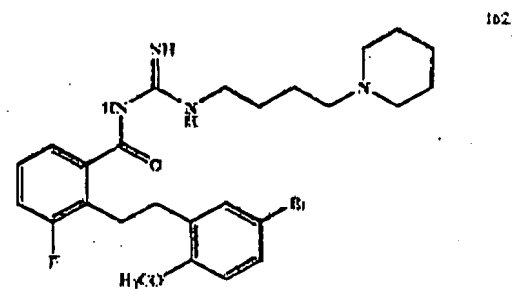
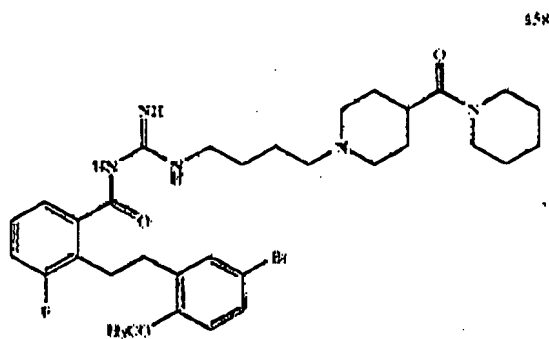
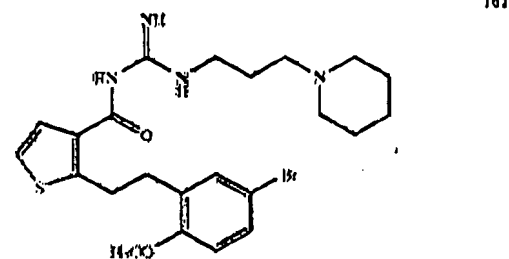
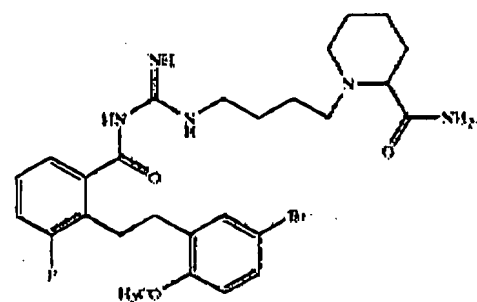
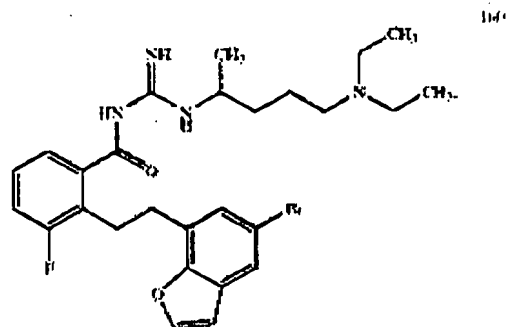
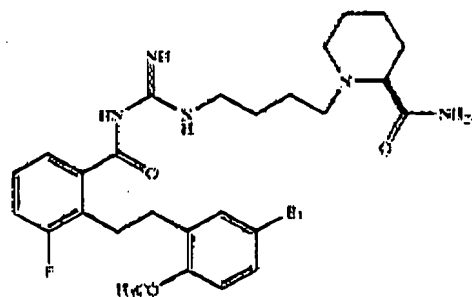
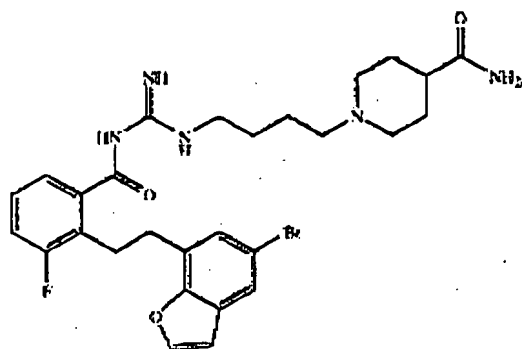
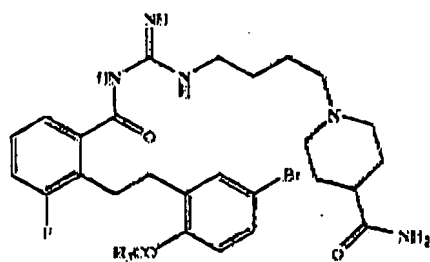


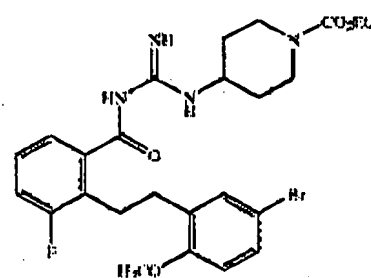
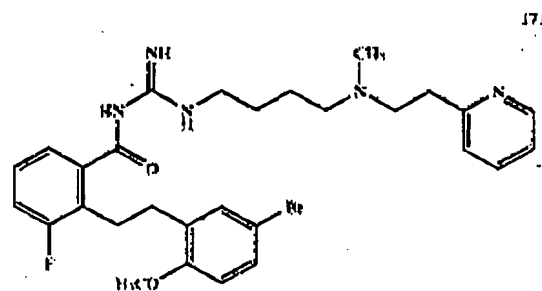
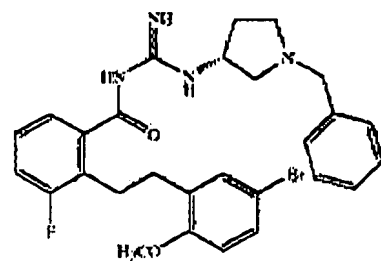
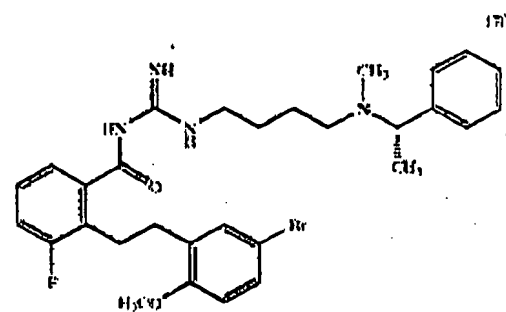
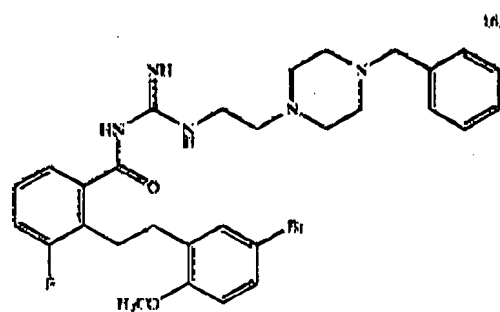
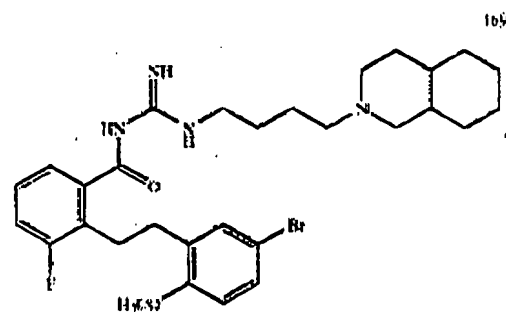
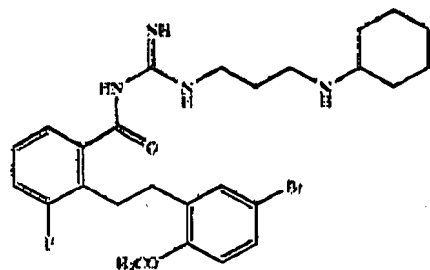
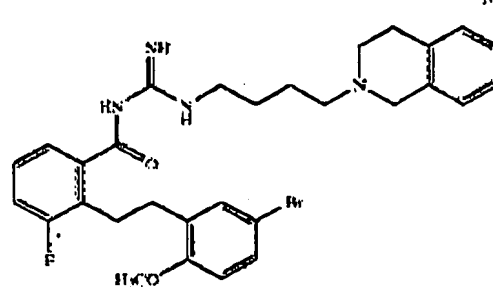
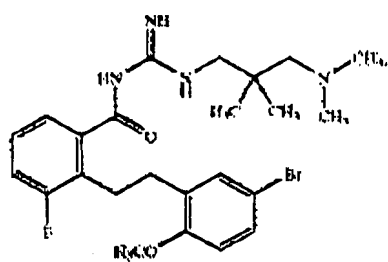
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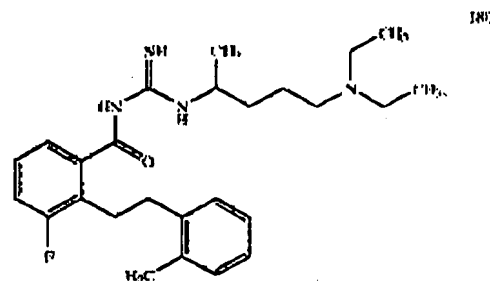
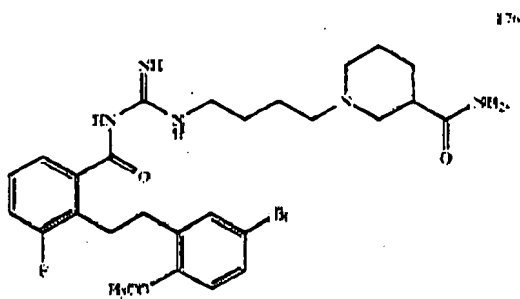
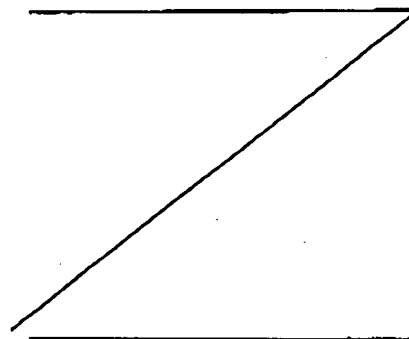
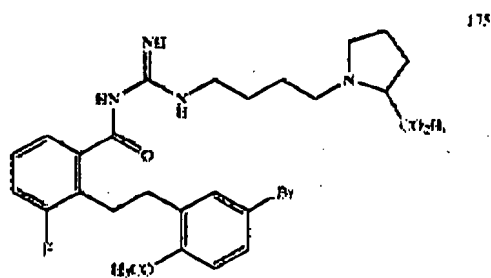
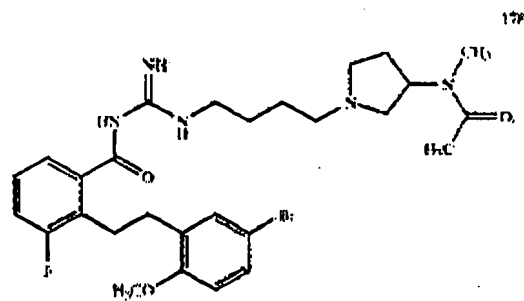
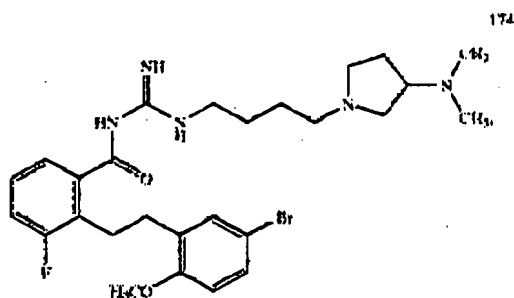
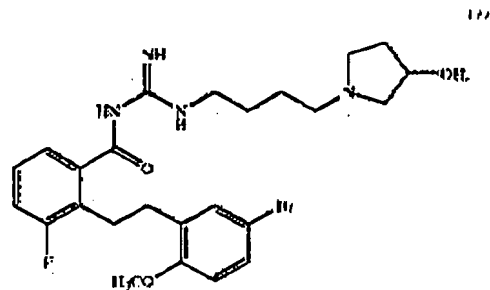
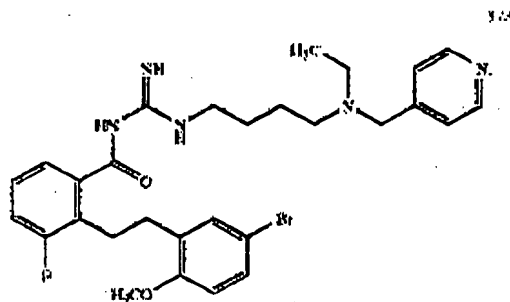


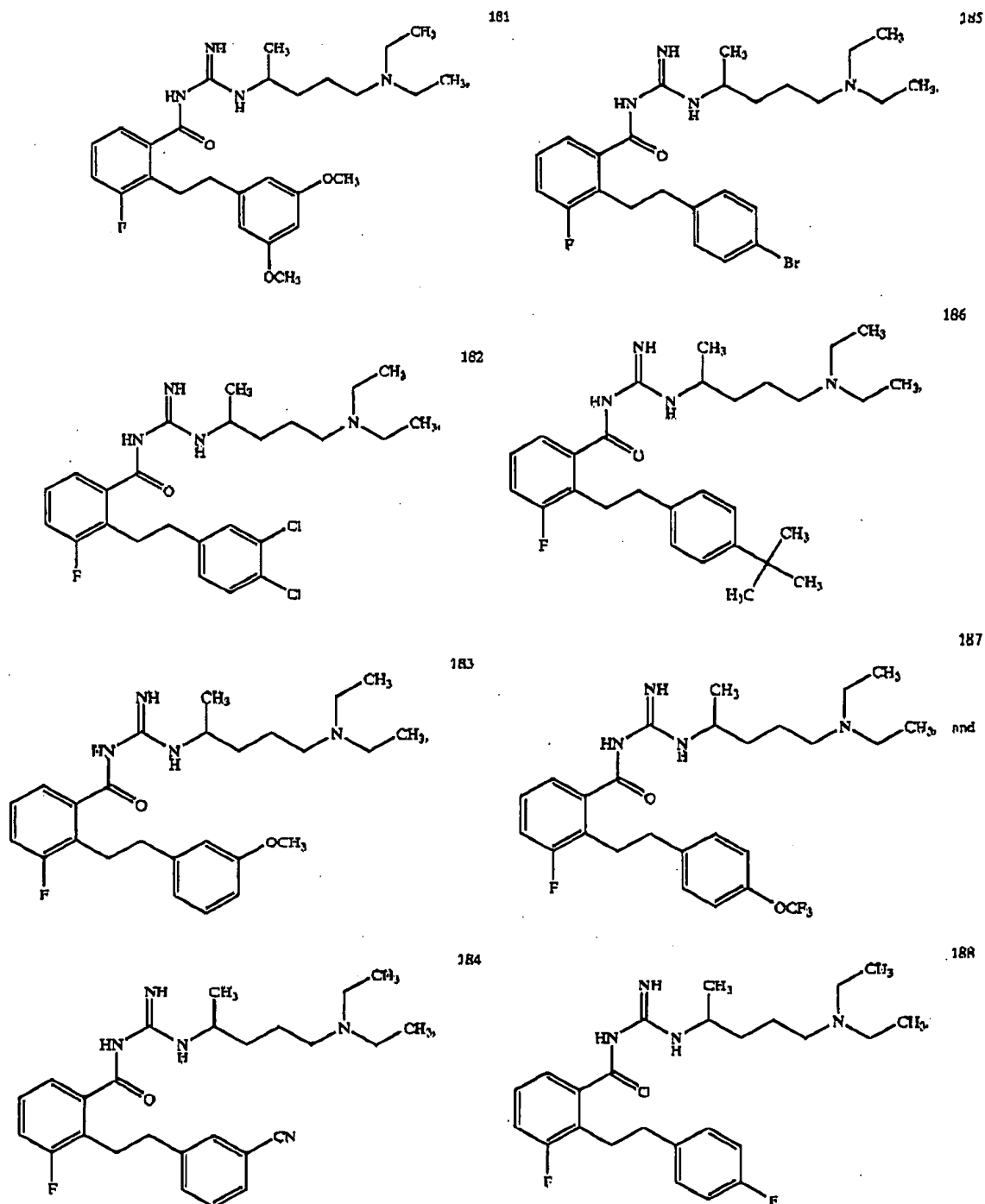
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or a pharmaceutically acceptable salt thereof.

**Claim 22. (Previously Presented)** A pharmaceutical composition comprising a compound according to claim 1 or salt thereof and a pharmaceutically acceptable carrier.

**Claim 23. (Cancelled).**

**Claim 24. (Cancelled).**

**Claim 25. (Cancelled).**

**Claim 26. (Cancelled).**

**Claim 27. (Cancelled).**

**Claim 28. (Cancelled).**

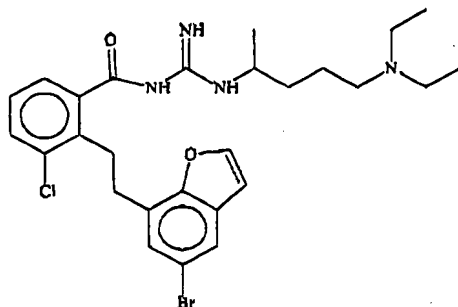
**Claim 29. (Cancelled).**

**Claim 30. (Cancelled).**

**Claim 31. (Cancelled)**

**Claim 32. (Cancelled).**

**Claim 33. (Currently Amended)** A compound ~~of claim 1~~ having the formula

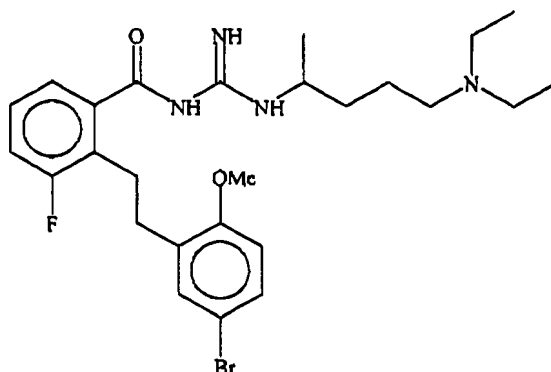


or a salt thereof.

Claim 34. (Previously Presented) A pharmaceutical composition comprising a compound or salt according to claim 33 and a pharmaceutically acceptable carrier.

Claim 35. (Cancelled).

Claim 36. (New) A compound having the formula



or a salt thereof.

Claim 37. (New) A pharmaceutical composition comprising a compound or salt according to claim 36 and a pharmaceutically acceptable carrier.